

CLOROX CO /DE/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/22/1994

Address	THE CLOROX COMPANY 1221 BROADWAY OAKLAND, California 94612-1888
Telephone	510-271-7000
CIK	0000021076
Industry	Personal & Household Prods.
Sector	Consumer/Non-Cyclical
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

31-0595760
(I.R.S. Employer
Identification No.)

1221 Broadway, Oakland, CA
(Address of Principal Executive Offices)

94612-1888
(Zip Code)

THE CLOROX COMPANY LONG-TERM COMPENSATION PROGRAM (Full title of the plan)

Edward A. Cutter, Senior Vice President -
General Counsel and Secretary
The Clorox Company,
1221 Broadway, Oakland, CA 94612-1888
(Name and address of agent for service)

510-271-7000
(Telephone number, including area code,
of agent for service)

Calculation of Registration Fee

Title of Securities	Number of shares	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of Regis-
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to be to be Price Per Offering tration
Registered Registered Share Price Fee

Common Stock 1,700,000 \$56.50* \$96,050,000.00 \$33,120.69*

* Pursuant to Rule 457(c) and (h), estimate based on the average high and low sale prices of Clorox common stock on the New York Stock Exchange on November 16, 1994.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the registration statement on Form S-8 filed by the Company on September 26, 1988 (File No. 33-24582) are incorporated by reference herein.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Edward A. Cutter, Esq., who has rendered an opinion regarding the validity of the securities being registered hereby, is the Senior Vice President-General Counsel and Secretary of the Company. As of July 29, 1994, Mr. Cutter owned 40,327 shares of the Company's common stock, including 24,558 shares issuable upon the exercise of stock options that were exercisable within 60 days of such date.

Item 6. Indemnification of Directors and Officers.

Not applicable.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibit Index

Exh. No. -----	Description -----
(5)	Opinion of Edward A. Cutter, Esq., Senior Vice President - General Counsel and Secretary of the Company (located at page E-1 hereof).
(23)(a)	Consent of Deloitte & Touche LLP (located at page E-2 hereof).
(b)	Consent of Edward A. Cutter, Esq. (included in Exhibit 5 above).
(24)	Manually executed Power of Attorney of Daniel Boggan, Jr., John W. Collins, Ursula Fairchild, Jochen Krautter, Juergen Manchot, Dean O. Morton, Edward L. Scarff, Lary R. Scott, Forrest N. Shumway, James A. Vohs and C.A. Wolfe, dated March 16, 1994 (located at page E-3 hereof).

Item 9. Undertakings.

Not applicable.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oakland, State of California on November 21, 1994.

THE CLOROX COMPANY

By: /s/ G. CRAIG SULLIVAN
G. Craig Sullivan
Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

/s/ G. CRAIG SULLIVAN G. Craig Sullivan	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)	November 21, 1994
/s/ WILLIAM F. AUSFAHL William F. Ausfahl	Group Vice President, Chief Financial Officer and Director (principal financial officer)	November 21, 1994
/s/ HENRY J. SALVO, JR. Henry J. Salvo, Jr.	Vice President-Controller (principal accounting officer)	November 21, 1994
/s/ DANIEL BOGGAN, JR. * Daniel Boggan, Jr.	Director	November 21, 1994

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Signature	Title	Date
/s/ JOHN W. COLLINS * John W. Collins	Director	November 21, 1994
/s/ URSULA FAIRCHILD * Ursula Fairchild	Director	November 21, 1994
/s/ JOCHEN KRAUTTER * Jochen Krautter	Director	November 21, 1994
/s/ JUERGEN MACHOT * Juergen Manchot	Director	November 21, 1994
/s/ DEAN O. MORTON * Dean O. Morton	Director	November 21, 1994
/s/ EDWARD L. SCARFF * Edward L. Scarff	Director	November 21, 1994
/s/ LARY R. SCOTT * Lary R. Scott	Director	November 21, 1994
/s/ FORREST N. SHUMWAY * Forrest N. Shumway	Director	November 21, 1994
/s/ JAMES A. VOHS * James A. Vohs	Director	November 21, 1994
/s/ C. A. WOLFE * C. A. Wolfe	Director	November 21, 1994

* By /s/ EDWARD A. CUTTER
Edward A. Cutter, Esq.
(Attorney in Fact)

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**EXHIBIT 5 TO
FORM S-8 REGISTRATION STATEMENT
REGARDING
THE CLOROX COMPANY
LONG-TERM COMPENSATION PROGRAM**

November 21, 1994

Ladies and Gentlemen:

This is with respect to the Registration Statement on Form S-8, to which this opinion is an exhibit, covering 1,700,000 shares of Clorox Common Stock which may be issued pursuant to exercise of options granted under The Clorox Company 1987 Long-Term Compensation Program.

It is my opinion that:

1. All necessary corporate action has been duly taken to adopt said Plan and said Plan was duly approved by action of the stockholders of The Clorox Company.
2. Said 1,700,000 shares of Clorox Common Stock have been reserved for purposes of said Plan and such shares, when issued on exercise of options granted in accordance with the terms and conditions of said Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the aforesaid registration statement.

Very truly,

*/s/ EDWARD A. CUTTER
Edward A. Cutter
Senior Vice President -
General Counsel and
Secretary*

**EXHIBIT 23(a) TO
FORM S-8 REGISTRATION STATEMENT
REGARDING
THE CLOROX COMPANY
LONG-TERM COMPENSATION PROGRAM**

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of The Clorox Company on Form S-8 of the reports of Deloitte & Touche dated August 10, 1994, appearing in and incorporated by reference in the Annual Report on Form 10-K of The Clorox Company for the year ended June 30, 1994.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

November 21, 1994

**EXHIBIT 24 TO
FORM S-8 REGISTRATION STATEMENT
REGARDING
THE CLOROX COMPANY
LONG-TERM COMPENSATION PROGRAM**

POWER OF ATTORNEY

Know All Men By These Presents:

WHEREAS, The Clorox Company, a Delaware corporation (the "Company"), contemplates filing with the Securities and Exchange Commission (the "Commission") at Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and amendments thereto, including post-effective amendments), with respect to up to 100,000 shares of the Company's common stock to be purchased pursuant to the Company's 1993 Directors' Stock Option Plan.

WHEREAS, each of the undersigned is an officer or director, or both, of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Edward A. Cutter his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for each such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Registration Statement (and any and all amendments thereto, including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the 16th day of March, 1994.

*/s/ DANIEL BOGGAN, JR.
Daniel Boggan, Jr.*

*/s/ JOHN W. COLLINS
John W. Collins*

*/s/ URSULA FAIRCHILD
Ursula Fairchild*

*/s/ JOCHEN KRAUTTER
Jochen Krautter*

*/s/ JUERGEN MANCHOT
Juergen Manchot*

*/s/ DEAN O. MORTON
Dean O. Morton*

*/s/ EDWARD L. SCARFF
Edward L. Scarff*

*/s/ LARY R. SCOTT
Lary R. Scott*

*/s/ FORREST N. SHUMWAY
Forrest N. Shumway*

*/s/ JAMES A. VOHS
James A. Vohs*

*/s/ C. A. WOLFE
C. A. Wolfe*

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End of Filing

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