

CLOROX CO /DE/

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 5/10/1996

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

AMENDMENT NO. 1
TO
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
VALUE SHARING PLAN
(FORMERLY THE CLOROX COMPANY
TAX REDUCTION INVESTMENT PLAN)
(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)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are incorporated by reference herein:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1995, filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended September 30, 1995, December 31, 1995 and March 31, 1996, filed pursuant to Section 13 of the Exchange Act;
- (c) All other reports filed by the Company since June 30, 1995 with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Exchange Act;
- (d) The description of the Company's Common Stock contained in the paragraph entitled "Voting at the Annual Meeting," on page 1 of the Company's Proxy Statement dated September 27, 1995;
- (e) All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company, a Delaware corporation, is empowered by Section 145 of the Delaware General Corporation Law (the "DGCL"), subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorneys' fees), judgments, fines and

amounts paid in settlement actually and reasonably incurred by such person in the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party by reason of his or her being or having been a director or officer of the Company. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

Part I of Article Eight of the Restated Certificate of Incorporation of the

Company provides that the Company shall indemnify its directors and officers substantially to the fullest extent permitted by the DGCL.

The Company is also empowered by Section 102(b) of the DGCL to include a provision in its certificate of incorporation to limit a director's liability to the Company or its stockholders for monetary damages for breaches of fiduciary duty as a director. Article Nine of the Restated Certificate of Incorporation of the Company states that directors of the Company shall not be liable for monetary damages for breach of fiduciary duty except for liability for (i) a breach of their duty of loyalty to the Company or its stockholders; (ii) any acts or omissions not in good faith; (iii) their intentional misconduct or knowing violation of law; (iv) improper dividend payments, stock repurchases or redemptions; and (v) any transaction from which the director derived an improper personal benefit.

Policies of insurance are maintained by the Company under which the directors and officers of the Company are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exh. No. Description

4.1	Certificate of Incorporation dated October 22, 1986 (filed as Exhibit (3)(i) to Annual Report on Form 10-K for the year ended June 30, 1987, incorporated herein by this reference).
4.2	Bylaws dated November 18, 1992 (restated) (filed as Exhibit 3(ii) to Quarterly Report on Form 10-Q for the quarter ended December 31, 1992, incorporated herein by this reference).
4.3**	Form of The Clorox Company Value Sharing Plan.
23.1**	Consent of Deloitte & Touche LLP.
24.1*	Power of Attorney.

*Previously filed.

**To be filed by amendment.

The Company hereby undertakes to submit The Clorox Company Value Sharing Plan (the "Plan"), and any amendment thereto, to the Internal Revenue Service for qualification under Section 401 of the Internal Revenue Code of 1986, as amended, in a timely manner, and to make all changes required by the Internal Revenue Service necessary for such qualification of the Plan.

ITEM 9. UNDERTAKINGS.

The Company hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- (b) That, for the purpose of determining any liability under the Securities Act of 1933 (the "Act"), each post-effective amendment referred to in undertaking (a) above shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof;
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
- (d) That, for purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof;
- (e) That, insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liability (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 May 10, 1996.

THE CLOROX COMPANY

By: /s/ G.C. Sullivan

G.C. Sullivan
Chairman of the Board, Chief
Executive Officer and President

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.C. Sullivan ----- G.C. Sullivan	----- Chairman of the Board, Chief Executive Officer and President	----- May 10, 1996
----- /s/ W.F. Ausfahl ----- W.F. Ausfahl	----- Group Vice President and Director (Principal Financial Officer)	----- May 10, 1996
----- /s/ D. Boggan Jr.* ----- D. Boggan, Jr.	----- Director	----- May 10, 1996

Signature	Title	Date
J. W. Collins	Director	May 10, 1996
/s/ U. Fairchild* U. Fairchild	Director	May 10, 1996
J. Kraulter	Director	May 10, 1996
J. Manchot	Director	May 10, 1996
D. O. Morton	Director	May 10, 1996
/s/ E.L. Scarff* E. L. Scarff	Director	May 10, 1996
/s/ L.R. Scott* L. R. Scott	Director	May 10, 1996
/s/ F.N. Shumway* F. N. Shumway	Director	May 10, 1996
J. A. Vohs	Director	May 10, 1996

Signature	Title	Date
----- C. A. Wolfe	Director	May 10, 1996
/s/ H.J. Salvo, Jr. ----- H. J. Salvo, Jr.	Vice President-Controller (Principal Accounting Officer)	May 10, 1996
*By: /s/ Edward Cutter ----- Edward Cutter Attorney-in-Fact		May 10, 1996

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End of Filing

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