

C H ROBINSON WORLDWIDE INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 5/19/1998

Address	8100 MITCHELL ROAD #200 EDEN PRAIRIE, Minnesota 55344
Telephone	612-937-8500
CIK	0001043277
Industry	Misc. Transportation
Sector	Transportation
Fiscal Year	12/31

Registration No. 333-____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

C.H. ROBINSON WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

41-1883630
(I.R.S. Employer
Identification No.)

8100 Mitchell Road
Eden Prairie, Minnesota 55344-2248
(Address, including zip code, of principal executive offices)

C.H. ROBINSON WORLDWIDE, INC.
DIRECTORS' STOCK PLAN
(Full title of the plan)

D.R. Verdoorn
C.H. Robinson Worldwide, Inc.
8100 Mitchell Road
Eden Prairie, Minnesota 55344-2248
(Name and address of agent for service)

(612) 937-8500
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock,) \$.10 par value) Preferred Share) Purchase Rights)	25,000 shares	\$22.25	\$556,250	\$164.10

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based upon the average of the bid and asked prices of the Common Stock as reported on the Nasdaq National Market on May 15, 1998.

PART II.
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by C.H. Robinson Worldwide, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission, are incorporated by reference in this Registration Statement, as of their respective dates:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 1997.
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998.
- (c) The description of the Company's Common Stock contained in the Registration Statement on Form 8-A filed by the Company on October 9, 1997, under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents. Any statement contained herein or in a document all or part of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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 Certificate of Incorporation of the Company provides that a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to

the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under

Section 174 of the Delaware General Corporation Law (the "DGCL") or (iv) for any transaction from which the director derived any improper personal benefit.

The Certificate of Incorporation of the Company provides that to the full extent permitted by law the Company shall indemnify and advance expenses to any person who is or was a director or officer of the Company, and may, but shall not be obligated to, indemnify and advance expenses to any employee or agent of the Company, and shall or may, as applicable, indemnify any person serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, against liabilities which may be incurred by such person by reason of (or arising in part from) such capacity.

Section 145 of the DGCL authorizes the indemnification of directors and officer against liability incurred by reason of being a director or officer and against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit, or proceeding seeking to establish such liability, in the case of third-party claims, if the officer or director acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and in the case of actions by or in the right of the corporation, if the officer or director acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and if such officer or director shall not have been adjudged liable to the corporation, unless, despite the adjudication of liability, a court otherwise determines. Indemnification also is authorized with respect to any criminal action or proceeding where, in addition to the above, the officer or director has no reasonable cause to believe his conduct was unlawful.

The above discussion of the Company's Certificate of Incorporation, Bylaws and Section 145 of the DGCL is only a summary and is qualified in its entirety by the full text of each of the foregoing.

Item 7. Exemption from Registration Claimed.

No securities are to be reoffered or resold pursuant to this Registration Statement.

Item 8. Exhibits.

4.1 Form of Certificate for Common Stock of the Company (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, Registration No. 333-33731).

4.2 Form of Rights Agreement between the Company and Norwest Bank Minnesota, National Association (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1, Registration No. 333-33731).

5.1 Opinion and Consent of Dorsey & Whitney LLP.

23.1 Consent of Arthur Andersen LLP.

23.2 Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).

24.1 Power of Attorney.

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) 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;

provided, however, that paragraphs A(1)(i) and A(1)(ii) above will not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment 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.

(3) 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.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities 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.

C. Insofar as indemnification for liabilities arising under the Securities 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 Securities Act and is, therefor, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or other 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Eden Prairie, State of Minnesota, on the 19th day of May, 1998.

C.H. ROBINSON WORLDWIDE, INC.

By */s/ D.R. Verdoorn*

D.R. Verdoorn
President 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.

<i>Signature</i> -----	<i>Title</i> -----	<i>Date</i> ----
<i>/s/ D.R. Verdoorn</i> ----- <i>D.R. Verdoorn</i>	<i>President, Chief Executive and Director (Principal Executive Officer)</i>	<i>May 13, 1998</i>
<i>/s/ Dale S. Hanson</i> ----- <i>Dale S. Hanson</i>	<i>Vice President Finance, Chief Financial Officer and Director, (Principal Financial Officer)</i>	<i>May 13, 1998</i>
<i>/s/ John P. Wiehoff</i> ----- <i>John P. Wiehoff</i>	<i>Corporate Controller and Treasurer (Principal Accounting Officer)</i>	<i>May 13, 1998</i>
<i>/s/ Looe Baker III</i> ----- <i>Looe Baker III</i>	<i>Vice President and Director</i>	<i>May 13, 1998</i>
<i>/s/ Barry W. Butzow</i> ----- <i>Barry W. Butzow</i>	<i>Vice President and Director</i>	<i>May 13, 1998</i>
<i>/s/ Owen P. Gleason</i> ----- <i>Owen P. Gleason</i>	<i>Vice President, General Counsel, Secretary and Director</i>	<i>May 13, 1998</i>
<i>/s/ Robert Ezrilov</i> ----- <i>Robert Ezrilov</i>	<i>Director</i>	<i>May 14, 1998</i>
<i>/s/ Gerald A. Schwalbach</i> ----- <i>Gerald A. Schwalbach</i>	<i>Director</i>	<i>May 13, 1998</i>

EXHIBIT INDEX

Exhibit -----		Page ----
5.1	Opinion and Consent of Dorsey & Whitney LLP	
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24.1	Power of Attorney	

EXHIBIT 5.1

[Dorsey & Whitney LLP Letterhead]

C.H. Robinson Worldwide, Inc.
8100 Mitchell Road
Eden Prairie, Minnesota 55344

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to C.H. Robinson Worldwide, Inc., a Delaware corporation (the "Company"), in connection with the registration on Form S-8 Registration Statement of 25,000 shares (the "Shares") of Common Stock, par value \$.10 per share, of the Company issuable under the Company's Directors' Stock Plan (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of our opinion set forth below.

In rendering our opinion set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. As to questions of fact material to our opinion, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

Our opinion expressed above is limited to the laws of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the registration statement on Form S-8 of the Company relating to the Plan.

Dated: May 19, 1998

Very truly yours,

WBP

/s/ DORSEY & WHITNEY LLP

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our report dated February 6, 1998, incorporated by reference in the C.H. Robinson Worldwide, Inc. Form 10-K for the year ended December 31, 1997, and to all references to our firm included in this Registration Statement.

/s/ ARTHUR ANDERSEN LLP

*Minneapolis, Minnesota
May 19, 1998*

EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints D.R. Verdoorn, Dale S. Hanson and Owen P. Gleason, or either of them (with full power to act alone), as his or her true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments (including post-effective amendments) thereto, with respect to the Directors' Stock Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<i>Signature</i> -----	<i>Title</i> -----	<i>Date</i> ----
/s/ D.R. Verdoorn ----- D.R. Verdoorn	President, Chief Executive and Director (Principal Executive Officer)	May 13, 1998
/s/ Dale S. Hanson ----- Dale S. Hanson	Vice President Finance, Chief Financial Officer and Director (Principal Financial Officer)	May 13, 1998
/s/ John P. Wiehoff ----- John P. Wiehoff	Corporate Controller and Treasurer (Principal Accounting Officer)	May 13, 1998
/s/ Looe Baker III ----- Looe Baker III	Vice President and Director	May 13, 1998
/s/ Barry W. Butzow ----- Barry W. Butzow	Vice President and Director	May 13, 1998
/s/ Owen P. Gleason ----- Owen P. Gleason	Vice President, General Counsel, Secretary and Director	May 13, 1998
/s/ Robert Ezrilov ----- Robert Ezrilov	Director	May 14, 1998
/s/ Gerald A. Schwalbach ----- Gerald A. Schwalbach	Director	May 13, 1998

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