

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Form: S-8**

**Date Filed: 2001-10-05**

Corporate Issuer CIK: 65270

As filed with the Securities and Exchange Commission on October 5, 2001

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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### METHODE ELECTRONICS, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation)

**36-2090085**  
(I.R.S. Employer  
Identification Number)

**7401 West Wilson Avenue, Chicago, Illinois 60706**  
(Address, including Zip Code, of Registrant's Principal Executive Offices)

**Methode Electronics, Inc. 2000 Stock Plan**  
(Full Title of the Plan)

Donald W. Duda  
President  
Methode Electronics, Inc.  
7401 West Wilson Avenue  
Chicago, Illinois 60706  
(708) 867-6777  
(Name, Address, and Telephone Number of Agent For Service)

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**Copies to:**  
James W. Ashley, Jr.  
Lord, Bissell & Brook  
115 South LaSalle Street  
Chicago, Illinois 60603  
(312) 443-0700

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#### CALCULATION OF REGISTRATION FEE

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Title of Securities To Be Registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class A Common Stock, \$0.50 par value	2,000,000 (1)	\$5.60 (2)	\$11,991,005	\$2,997.75

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(1) Together with an indeterminant number of additional shares of Class A Common Stock which may be necessary to adjust the number of shares reserved for issuance pursuant to the plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Class A Common Stock pursuant to Rule 416(a) of the Securities Act of 1933.

(2) Estimated pursuant to Rule 457(c) and (h) solely for the purpose of calculating the registration fee and based on the price at

which options previously granted may be exercised for 587,600 shares of Class A Common Stock and the average high and low price of Class A Common Stock as reported on the National Association of Securities Dealers, Inc. Automatic Quotation National Market System on October 1, 2001 for the remaining 1,412,400 shares of Class A Common Stock being registered.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this registration statement the documents listed below which have previously been filed with the Securities and Exchange Commission (the "Commission"):

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended April 30, 2001;
2. The Registrant's Report on Form 8-K filed with the Commission on May 4, 2001;
3. The Registrant's Quarterly Report on Form 10-Q for the three-months ended July 31, 2001 filed with the Commission on September 17, 2001; and
4. The description of the shares of the Registrant's Class A Common Stock, \$0.50 par value per share, contained in the Registrant's Registration Statement on Form 8-A dated October 5, 1982, registering such shares pursuant to Section 12 of the Securities Exchange Act, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, each document or report subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date of this registration statement, but prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered by this registration statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement. Each document or report incorporated into this registration statement by reference shall be deemed to be a part of this registration statement from the date of the filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document which is incorporated by reference into this registration statement or by any subsequently filed amendment to this registration statement.

#### Item 5. Interests of Named Experts and Counsel.

James W. Ashley, a director and secretary of the Registrant, is a partner at Lord, Bissell & Brook, the law firm that serves as corporate counsel to the Registrant. As of October 3, 2001, Mr. Ashley owned beneficially 4,000 shares of Class A Common Stock.

#### Item 6. Indemnification of Directors and Officers.

The Registrant's Restated Certificate of Incorporation provides that the Registrant shall indemnify to the fullest extent permitted by the Delaware General Corporation Law any person ("Indemnified Party") who is made a party to or involved in any litigation by reason of the fact that such person is or was a director or officer of the Registrant. Indemnified Parties are indemnified against all expense, liability or loss (including attorneys' fees), reasonably incurred by them in connection with any such litigation. The Registrant's Restated Certificate of Incorporation requires the Registrant to pay the Indemnified Party in advance for the expenses incurred in defending any proceeding for which the right to indemnification is applicable. In accordance with the Delaware General Corporation Law, the Indemnified Party may be required to provide an undertaking to repay all amounts advanced if it is ultimately determined that the Indemnified Party is not entitled to such indemnification.

The Restated Certificate of Incorporation further provides that the Registrant's directors shall not be personally liable to the Registrant 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 Registrant

(iii) under Section 174 of the Delaware General Corporation Law, or (iv) any transaction from which the director derived an improper personal benefit. The Restated Certificate of Incorporation provides that any repeal or modification of such provision may be prospective only and may not adversely affect any right or protection of a director of the Registrant existing at the time of such repeal or modification.

Section 145 of the Delaware General Corporation Law grants companies broad powers to indemnify its directors and officers against liabilities that they may incur in such capacities, including liabilities under the Securities Act of 1933, as amended.

#### **Item 8. Exhibits.**

- 4.1 Article Fourth of Certificate of Incorporation of Registrant, as amended and currently in effect (incorporated herein by reference to the Registrant's Registration Statement on Form S-3, Registration No. 33-61940 filed April 30, 1993).
- 4.2 Form of Rights Agreement between ChaseMellon Shareholder Services LLC and Registrant (incorporated herein by reference to the Registrant's Form 8-K filed July 7, 2000).
- 4.3 Methode Electronics, Inc. 2000 Stock Plan (incorporated herein by reference to the Registrant's Form 10-Q filed December 14, 2000.)
- 5.1 Opinion of Lord, Bissell & Brook (filed herewith)
- 23.1 Consent of Ernst & Young LLP, independent auditors (filed herewith)
- 23.2 Consent of Lord, Bissell & Brook (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on signature page)

#### **Item 9. Undertakings.**

The undersigned Registrant hereby undertakes:

(a) 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 of 1933; (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 offered 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 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; (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)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in a periodic report filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

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(b) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities and Exchange Act of 1934) 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 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



/s/ WILLIAM C. CROFT October 3, 2001

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William C. Croft  
Director

/s/ JAMES W. MCGINLEY October 3, 2001

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James W. McGinley  
Director

/s/ ROBERT R. MCGINLEY October 3, 2001

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Robert R. McGinley  
Director

/s/ GEORGE C. WRIGHT October 3, 2001

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George C. Wright  
Director

/s/ DOUGLAS A. KOMAN October 3, 2001

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Douglas A. Koman  
Vice President of Corporate Finance  
(Principal Financial Officer)

/s/ ROBERT J. KUEHNAU October 3, 2001

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Robert J. Kuehnau  
Vice President, Controller and Treasurer  
(Principal Accounting Officer)

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## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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[LBB LETTERHEAD]

October 1, 2001

Methode Electronics, Inc.  
7401 West Wilson Avenue  
Chicago, Illinois 60706

Re: Methode Electronics, Inc. 2000 Stock Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "Act") on or about the date of this letter to register 2,000,000 shares of Class A Common Stock, par value \$0.50 per share (the "Stock"), of Methode Electronics, Inc. (the "Company"), which may from time to time be offered and sold by the Company in connection with the Methode Electronics, Inc. 2000 Stock Plan (the "Plan").

In rendering this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the corporate records of the Company, including its Restated Certificate of Incorporation and By-Laws, and such other documents (including the Plan and the Registration Statement) which we have deemed relevant or necessary as the basis for the opinion as hereinafter set forth. We have also reviewed originals or copies, certified or otherwise identified to our satisfaction, of such corporate and other records, documents, certificates and other papers, including certificates of public officials, as we have deemed necessary to render this opinion.

Based upon and subject to the foregoing, it is our opinion that the Stock, or any portion thereof, to the extent such Stock represents original issuances by the Company, when issued pursuant to and in accordance with the Plan after the Registration Statement has become effective under the Act, will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement.

Very truly yours,

By: /s/ LORD, BISSELL & BROOK

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Lord, Bissell & Brook

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**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2001 Stock Plan of Methode Electronics, Inc. of our report dated June 25, 2000, with respect to the consolidated financial statements and schedule of Methode Electronics, Inc. included in the Annual Report (Form 10-K) for the fiscal year ended April 30, 2001 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, IL  
October 1, 2001

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