

PROQUEST CO  
Form S-8 POS  
August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003

Registration No. 333-101186

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

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**ProQuest Company**

(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

36-3580106  
(I.R.S. Employer  
Identification No.)

300 N. Zeeb Road

Ann Arbor, MI 48103

(Address of Principal Executive Offices)

PROQUEST COMPANY

1995 STOCK OPTION PLAN, AS AMENDED

2003 PROQUEST COMPANY

STRATEGIC PERFORMANCE PLAN

(Full Title of the Plans)

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TODD W. BUCHARDT

GENERAL COUNSEL AND SECRETARY

300 N. Zeeb Road

Ann Arbor, MI 48103

(Name and Address of Agent for Service)

(734) 997-4905

(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE

On March 5, 2003, the Board of Directors approved the 2003 Proquest Company Strategic Performance Plan (the Plan ) and submitted it to the Company s stockholders for approval at the Annual Meeting on May 21, 2003. This Plan does not increase the number of shares of Common Stock to be used under it, but rather uses the shares of the Common Stock remaining under the Company s 1995 Stock Option Plan, as amended, which shares were registered under this Registration Statement. This Post-Effective Amendment No. 1 adds the 2003 Proquest Company Strategic Performance Plan to this Registration Statement.

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Item 8. Exhibits

Reference is made to the Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereto duly authorized in the City of Ann Arbor, State of Michigan, on the 28th day of August, 2003.

ProQuest Company

By:           /s/ ALAN A. ALDWORTH          

Alan A. Aldworth

President & Chief Executive  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons or their attorneys-in-fact in the capacities indicated on August 28, 2003.

<b>Signature</b>	<b>Title</b>
/s/ James P. Roemer James P. Roemer	Chairman of the Board
/s/ Alan Aldworth Alan Aldworth	President and Chief Executive Officer
/s/ Kevin Gregory Kevin Gregory	Senior Vice President and Chief Financial Officer
/s/ David Bonderman* David Bonderman	Director
/s/ David G. Brown* David G. Brown	Director
/s/ William E. Oberndorf* William E. Oberndorf	Director
/s/ Gary L. Roubos* Gary L. Roubos	Director
/s/ John H. Scully* John H. Scully	Director
/s/ William J. White* William J. White	Director

\*By Todd Buchardt as Attorney-in-Fact pursuant to Powers of Attorney executed by the directors listed above, which Powers of Attorney were previously filed as part of this Registration Statement.

By: /s/ TODD BUCHARDT

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Todd Buchardt

As Attorney-in-Fact

EXHIBIT INDEX

**Exhibit Number**

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**Description**

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2003 Proquest Companys Strategic Performance Plan (filed herewith)