

American Water Works Company, Inc.  
Form S-8  
August 05, 2010

As filed with the Securities and Exchange Commission on August 5, 2010

Registration No. 333-\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**AMERICAN WATER WORKS COMPANY, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0063696**  
(I.R.S. Employer  
Identification Number)

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**1025 Laurel Oak Road, Voorhees, NJ**  
(Address of Principal Executive Offices)

**08043**  
(Zip Code)

**American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan**

(Full title of the plan)

**Donald L. Correll**

**Kellye L. Walker**

**President and Chief Executive Officer**

**Senior Vice President, General Counsel and Secretary**

**American Water Works Company, Inc.**

**American Water Works Company, Inc.**

**1025 Laurel Oak Road**

**1025 Laurel Oak Road**

**Voorhees, NJ 08043**

**Voorhees, NJ 08043**

**(856) 346-8200**

**(856) 346-8200**

(Name, address and telephone number, including area code, of agent for service)

*with a copy to:*

**Alan Singer**

**Morgan, Lewis & Bockius LLP**

**1701 Market Street**

**Philadelphia, PA 19103-2921**

**(215) 963-5000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities<br/>to be registered</b> | <b>Amount<br/>to be<br/>registered</b> | <b>Proposed<br/>maximum<br/>offering price<br/>per share (1)</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price</b> | <b>Amount of<br/>registration fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock, \$0.01 par value                  | 9,500,000 shares(2)                    | <u>\$21.20</u>   | <u>\$201,400,000</u>   | <u>\$14,359.82</u>                    |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, based upon the average of the high and low sales prices of the Common Stock of the Registrant reported on the New York Stock Exchange on July 30, 2010.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares as may hereinafter be offered to prevent dilution resulting from stock splits, stock dividends, recapitalizations or similar transactions.

**PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents, filed by American Water Works Company, Inc., (the Registrant ) with the Securities and Exchange Commission (the Commission ), are hereby incorporated by reference:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as amended by Amendment No. 1 on Form 10-K/A;
- (b) Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2010, as amended by Amendment No. 1 on Form 10-Q/A, and for the fiscal quarter ended June 30, 2010;
- (c) Current Reports on Form 8-K filed on January 5, 2010, March 15, 2010 and May 11, 2010; and

(d) The description of the Registrant's common stock set forth in its Registration Statement on Form 8-A, filed on April 22, 2008. All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of filing of this registration statement and prior to the filing of a post-effective amendment to the registration statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in this registration statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this registration statement after the most recent effective date may modify or replace existing statements contained in this registration statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this registration statement.

Experts

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this registration statement by reference to the Annual Report on Form 10-K for the year ended December 31, 2009 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

In the event that PricewaterhouseCoopers LLP consents to the incorporation by reference in this registration statement of its report relating to audited financial statements and effectiveness of internal control over financial reporting included in a document subsequently filed by the Registrant, such audited financial statements shall be incorporated herein in reliance upon such report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

**Item 4. Description of Securities.**

Not Applicable.

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

The validity of the shares of the Registrant's common stock subject to this registration statement that are originally issued under the American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan (the Plan) has been passed upon by Thomas S. Wyatt, the Registrant's SEC Counsel and Assistant Secretary. Mr. Wyatt owns shares of the Registrant's common stock and holds restricted shares and options to purchase shares of the Registrant's common stock under the Plan.

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

Section 145(a) of the Delaware General Corporation Law, or the DGCL, provides in relevant part that a corporation may indemnify any person who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Section 145(b) of the DGCL provides in relevant part that a corporation may indemnify any person who was, is or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Registrant's bylaws and restated certificate of incorporation generally provide that the Registrant will indemnify its directors and officers to the fullest extent permitted by law.

Section 145(g) of the DGCL provides that a corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145 of the DGCL. The Registrant has obtained officers' and directors' liability insurance that insures against liabilities that officers and directors of the Registrant may, in such capacities, incur.

**Item 7. Exemption From Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 5.1                | Opinion of Thomas S. Wyatt.  |
| 23.1               | Consent of PricewaterhouseCoopers LLP.   |
| 23.2               | Consent of Thomas S. Wyatt (included in Exhibit 5.1).  |
| 24.1               | Power of Attorney (included on signature page).  |
| 99.1               | American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 (file no. 1-34028)). |

**Item 9. Undertakings.**

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 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; 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 1(i) and 1(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) 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.

(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.

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 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 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 liabilities (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 AND POWER OF ATTORNEY**

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 Voorhees, New Jersey, on August 5, 2010.

**AMERICAN WATER WORKS COMPANY, INC.**

By: */s/ Donald L. Correll*  
Donald L. Correll  
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.

Each person in so signing also makes, constitutes and appoints Donald L. Correll, Ellen C. Wolf and Kellye L. Walker, and each of them acting alone, his or her true and lawful attorney-in-fact, with full power of substitution, to do any and all acts and things in his or her name and on his or her behalf in his or her capacity as a director and/or officer and to execute any and all documents for him or her in such capacity, which said attorneys and agents, or any of them, may deem necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in connection with this Registration Statement, including, without limitation, the execution and filing with the Securities and Exchange Commission of any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his or her substitute or substitutes may do or cause to be done by virtue hereof.

| <b>Signature</b>                                  | <b>Title</b>   | <b>Date</b>    |
|---|--|----------------|
| <i>/s/ Donald L. Correll</i><br>Donald L. Correll | President, Chief Executive<br>Officer and Director<br>(principal executive officer)                  | August 5, 2010 |
| <i>/s/ Ellen C. Wolf</i><br>Ellen C. Wolf         | Senior Vice President and Chief<br>Financial Officer (principal<br>financial and accounting officer) | August 5, 2010 |
| <i>/s/ Stephen P. Adik</i><br>Stephen P. Adik     | Director   | August 5, 2010 |



**Signatures continued from previous page**

|   |          |                |
|---|----------|----------------|
| <i>/s/ Julie A. Dobson</i><br>Julie A. Dobson         | Director | August 5, 2010 |
| <i>/s/ Martha Clark Goss</i><br>Martha Clark Goss     | Director | August 5, 2010 |
| <i>/s/ Richard R. Grigg</i><br>Richard R. Grigg       | Director | August 5, 2010 |
| <i>/s/ Julia L. Johnson</i><br>Julia L. Johnson       | Director | August 5, 2010 |
| <i>/s/ George MacKenzie</i><br>George MacKenzie       | Director | August 5, 2010 |
| <i>/s/ William J. Marrazzo</i><br>William J. Marrazzo | Director | August 5, 2010 |

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