

DELPHI CORP  
Form S-8  
June 18, 2003

Edgar Filing: DELPHI CORP - Form S-8

**Table of Contents**

As filed with the Securities and Exchange Commission on June 18, 2003

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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

DELPHI CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

<u>Delaware</u> (State or other jurisdiction of incorporation or organization)	<u>38-3430473</u> (I.R.S. Employer Identification No.)
--	--

5725 Delphi Drive  
Troy, Michigan 48098  
(Address of Principal Executive Offices)

Delphi Corporation Stock Incentive Plan  
(Full title of the plan)

Alan S. Dawes, Director, Vice Chairman and Chief Financial Officer  
Delphi Corporation  
5725 Delphi Drive, Troy, Michigan 48098  
(Name and address of agent for service)

(248) 813-2000  
(Telephone number, including area code)

---

**TABLE OF CONTENTS**

CALCULATION OF REGISTRATION FEE

REGISTRATION OF ADDITIONAL SECURITIES

SIGNATURES

INDEX TO EXHIBITS

Opinion of Diane L. Kaye

Independent Auditors' Consent

---

**Table of Contents****CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be registered</b>	<b>Amount to be registered (1) (2)</b>	<b>Proposed Maximum Offering price Per share (2)</b>	<b>Proposed Maximum Aggregate Offering price (2)</b>	<b>Amount of Registration fee</b>
Common Stock (\$0.01 par value)	34,848,240 shares	\$8.65	\$301,437,276	\$24,386

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also registers such indeterminate number of additional shares as may become issuable under the plan in connection with stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h)(1). The price is based on the average of the highest and lowest prices for the Common Stock as reported on the New York Stock Exchange on June 16, 2003.



(Alan S. Dawes)

**Table of Contents**

SIGNATURES (CONCLUDED)

<u>/s/ Donald L. Runkle</u> (Donald L. Runkle)	Director, Vice Chairman and Chief Technology Officer
<u>/s/ John D. Sheehan</u> (John D. Sheehan)	Chief Accounting Officer and Controller (Principal Accounting Officer)
<u>/s/ John D. Opie</u> (John D. Opie)	Director (Lead Independent Director)
<u>/s/ Oscar de Paula Bernardes Neto</u> (Oscar de Paula Bernardes Neto)	Director
<u>/s/ Robert H. Brust</u> (Robert H. Brust)	Director
<u>/s/ Virgis W. Colbert</u> (Virgis W. Colbert)	Director
<u>/s/ David N. Farr</u> (David N. Farr)	Director
<u>/s/ Dr. Bernd Gottschalk</u> (Dr. Bernd Gottschalk)	Director
<u>/s/ Shoichiro Irimajiri</u> (Shoichiro Irimajiri)	Director
<u>/s/ Roger S. Penske</u> (Roger S. Penske)	Director
<u>/s/ Patricia C. Sultz</u> (Patricia C. Sultz)	Director

**Table of Contents**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>		<b>Page No.</b>
5 (a)	Opinion of Diane L. Kaye, Esq., Assistant General Counsel and Secretary of the Company, in respect to the legality of the securities to be registered hereunder.	6
23 (a)	Independent Auditors Consent	7
23 (b)	Consent of Diane L. Kaye, Esq., Assistant General Counsel and Secretary of the Company (included in Exhibit 5 (a) above)	n/a