

Edgar Filing: FOUNDERS FOOD & FIRKINS LTD /MN - Form S-8

FOUNDERS FOOD & FIRKINS LTD /MN
 Form S-8
 April 30, 2002

As filed with the Securities and Exchange Commission on April 30, 2002
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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

FOUNDERS FOOD & FIRKINS LTD.
 (Exact Name of Registrant as Specified in Its Charter)

MINNESOTA
 (State or Other Jurisdiction of
 Incorporation or Organization)

41-1883639
 (I.R.S. Employer Identification No.)

5831 CEDAR LAKE ROAD
 ST. LOUIS PARK, MINNESOTA 55416
 (Address, including Zip Code, of Principal Executive Offices)

FOUNDERS FOOD & FIRKINS LTD. 1997 DIRECTOR STOCK OPTION PLAN
 (Full Title of the Plan)

STEVEN J. WAGENHEIM
 PRESIDENT AND CHIEF EXECUTIVE OFFICER
 FOUNDERS FOOD & FIRKINS LTD.
 5831 CEDAR LAKE ROAD
 ST. LOUIS PARK, MINNESOTA 55416
 (952) 525-2070
 (Name, address, including zip code,
 and telephone number, including
 area code, of Agent for Service)

COPIES TO:
 AVRON L. GORDON, ESQ.
 BRETT D. ANDERSON, ESQ.
 BRIGGS AND MORGAN, P.A.
 2400 IDS CENTER
 80 SOUTH EIGHTH STREET
 MINNEAPOLIS, MINNESOTA 55402
 (612) 334-8400 (PHONE)
 (612) 334-8650 (FAX)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
FOUNDERS FOOD & FIRKINS LTD. 1997 DIRECTOR STOCK OPTION PLAN			
Options to purchase common stock.....	110,000	N/A	N/A
Common stock (par value \$0.01 per share)....	110,000	\$1.81	\$199,100

Edgar Filing: FOUNDERS FOOD & FIRKINS LTD /MN - Form S-8

- (1) This registration statement also covers any additional shares of common stock which become issuable under the Founders Food & Firkins Ltd. 1997 Director Stock Option Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee under Rule 457(h) of the Securities Act and based upon the average of the high and low sale prices for such stock on April 24, 2002, as reported by the Nasdaq SmallCap Market.

=====

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by Founders Food & Firkins Ltd. (the "Company") pursuant to General Instruction E to the Form S-8 Registration Statement under the Securities Act of 1933, as amended, to register an additional 110,000 shares of the Company's Common Stock, \$0.01 par value (the "Common Stock"), which will be issued pursuant to the Company's 1997 Director Stock Option Plan (the "Plan"). A total of 250,000 shares of Common Stock issuable under the Plan have been previously registered pursuant to the Company's Form S-8 Registration Statement filed with the SEC on June 30, 2000 (File No. 333-40552), and the information contained therein is hereby incorporated by reference.

2

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to documents we file with the SEC. The information incorporated by reference is considered to be part of this registration statement. Information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until all of the shares covered by this registration statement have been sold or deregistered:

- o Annual Report on Form 10-KSB for the fiscal year ended December 30, 2001;
- o Description of our units, common stock and Class A Warrants contained in our Registration Statement on Form 8-A/A (File No. 0-29643) filed on March 19, 2001; and
- o Definitive Schedule 14A (Proxy Statement) filed on October 5, 2001.

ITEM 8. EXHIBITS.

Edgar Filing: FOUNDERS FOOD & FIRKINS LTD /MN - Form S-8

See "Exhibit Index."

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 St. Louis Park, State of Minnesota, on the 30th day of April, 2002.

FOUNDERS FOOD & FIRKINS LTD.

By /s/ Steven J. Wagenheim

Steven J. Wagenheim
President and Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven J. Wagenheim and Mitchel I. Wachman, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Steven J. Wagenheim ----- Steven J. Wagenheim	President, Chief Executive Officer and Director (Principal Executive Officer)	April 30, 2002
/s/ Mitchel I. Wachman ----- Mitchel I. Wachman	Chief Financial Officer, Secretary and Director (Principal Accounting Officer and Principal Financial Officer)	April 30, 2002
/s/ William E. Burdick ----- William E. Burdick	Chairman of the Board, Brewmaster and Director	April 30, 2002

Edgar Filing: FOUNDERS FOOD & FIRKINS LTD /MN - Form S-8

/s/ Arthur E. Pew III ----- Arthur E. Pew III	Director	April 30, 2002
/s/ James G. Gilbertson ----- James G. Gilbertson	Director	April 30, 2002
/s/ Bruce H. Senske ----- Bruce H. Senske	Director	April 30, 2002

4

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Articles of Incorporation, as amended (incorporated by reference to our Registration Statement on Form SB-2 (File No. 333-93459) filed December 22, 1999).
4.2	Bylaws (incorporated by reference to our Registration Statement on Form SB-2 (File No. 333-93459) filed December 22, 1999).
4.3	Specimen common stock certificate (incorporated by reference to our Registration Statement on Form SB-2/A (File No. 333-93459) filed February 22, 2000).
4.4	Form of Warrant Agreement (including specimen Class A Warrant certificate) (incorporated by reference to our Registration Statement on Form SB-2/A (File No. 333-93459) filed May 15, 2000).
4.5	Specimen unit certificate (incorporated by reference to our Registration Statement on Form SB-2/A (File No. 333-93459) filed May 15, 2000).
5	Opinion of Briggs and Morgan, Professional Association.
23.1	Consent of Briggs and Morgan, Professional Association (included in Exhibit 5).
23.2	Consent of Independent Certified Public Accountant.
24	Powers of Attorney (included on Signature Page).

5