

Edgar Filing: ALLIED IRISH BANKS PLC - Form S-8

ALLIED IRISH BANKS PLC

Form S-8

December 13, 2002

As filed with the Securities and Exchange Commission on December 13, 2002
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

ALLIED IRISH BANKS,
public limited company
(Exact name of registrant as specified in its charter)

IRELAND 13-1774656
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or formation)

Bankcentre, Ballsbridge
Dublin 4 Ireland
(Address, including zip code, and telephone number,
including area code, of registrant's principal
executive offices)

Allfirst Financial Inc. 1997 Stock Option Plan
(Full Title of the Plan)

Gregory K. Thoreson
Senior Vice President and General Counsel
Allfirst Financial Inc.
25 South Charles Street
Baltimore, Maryland 21201
(Name and address of agent for service)

(410) 244-3800
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
American Depository Shares (1)	5,009,330	\$27.10	\$135,752,843	\$12,490

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- (1) Each American Depository Share ("ADS") represents two ordinary shares of 0.32 euro each.
 - (2) Also includes an indeterminable number of additional ADSs that may be issued pursuant to the anti-dilution provisions of the Plans.
 - (3) Calculated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the ADSs on the New York Stock Exchange for December 11, 2002.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

The contents of the Registration Statement on Form S-8, Registration No. 333-8212, of Allied Irish Banks, p.l.c. ("AIB"), are incorporated herein by reference. Allfirst Financial Inc. is the successor by merger to First Maryland Bancorp.

Item 8. Exhibits

- 4.1 Form of Amended and Restated Depository Agreement between AIB and The Bank of New York, as Depository (incorporated herein by reference to Exhibit A to AIB's Registration Statement on Form F-6 dated May 12, 1999)
- 23.1 Consent of PricewaterhouseCoopers, former Accountants and Registered Auditors*
- 23.2 Consent of KPMG, Accountants and Registered Auditors*
- 24.1 Powers of Attorney*

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Baltimore, Maryland on December 13, 2002.

ALLIED IRISH BANKS, p.l.c.

By: EUGENE J. SHEEHY

Eugene J. Sheehy
Chief Executive, USA Division

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on December 13, 2002.

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SIGNATURE

TITLE

MICHAEL BUCKLEY*

Principal Executive Officer and

Michael Buckley

Director

GARY KENNEDY*

Principal Financial Officer and

Gary Kennedy

Director

DECLAN MCSWEENEY*

Principal Accounting Officer

Declan McSweeney

*By: MAURICE J. CROWLEY

Maurice J. Crowley, as
Attorney-in-Fact

A Majority of the Remaining Directors:

Adrian Burke, Dermot Gleeson, Don Godson, Derek A. Higgs, John B. McGuckian,
Carol Moffet, Lochlan Quinn, Michael J. Sullivan

By: MAURICE J. CROWLEY

Maurice J. Crowley, as
Attorney-in-Fact