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WADDELL & REED FINANCIAL INC
Form S-8 POS
July 18, 2001

As filed with the Securities and Exchange Commission on July 18, 2001.
Registration No. 333-69897

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

WADDELL & REED FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Delaware

51-0261715

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

6300 Lamar Avenue
Overland Park, Kansas 66202
(913) 236-2000

(Address of Principal Executive Offices, including Zip Code)

Waddell & Reed Financial, Inc. 401(k) and Thrift Plan

(Full Title of Plans)

DANIEL C. SCHULTE
SECRETARY
WADDELL & REED FINANCIAL, INC.
6300 LAMAR AVENUE
OVERLAND PARK, KANSAS 66202
(913) 236-2000

COPY TO:
GLEN J. HETTINGER
HUGHES & LUCE, LLP
1717 MAIN STREET, SUITE 2800
DALLAS, TEXAS 75201
(214) 939-5500

(Name, Address, and Telephone Number,
including Area Code, of Agent for Service)

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[DESCRIPTION OF SECURITIES]
REMOVED FROM REGISTRATION

Waddell & Reed Financial, Inc., a Delaware corporation ("WDR"), filed a Registration Statement on Form S-8 (File No. 333-69897) with the Securities and Exchange Commission on December 30, 1998, registering 1,000,000 shares of Class B Common Stock of WDR, par value \$.01 per share, that are issuable pursuant to the Waddell & Reed Financial, Inc. 401(k) and Thrift Plan (the "Registered Securities"). The Registered Securities were offered for resale from time to time by certain selling securityholders named in the Registration Statement. Pursuant to WDR's undertaking in the Registration Statement, WDR files this Post-Effective Amendment No. 1 to remove from registration any Registered Securities that were registered but remain unsold.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on July 11, 2001.

WADDELL & REED FINANCIAL, INC.

By: /s/ John E. Sundeen, Jr.

John E. Sundeen, Jr.,
Senior Vice President, Chief Financial
Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	
/s/ KEITH A. TUCKER ----- Keith A. Tucker	Chairman of the Board, Chief Executive Officer and Director	July 11
/s/ HENRY J. HERRMANN -----	President, Chief Investment Officer and Director	July 11

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Henry J. Herrmann

/s/ ROBERT L. HECHLER

Robert L. Hechler

Executive Vice President
and Director

July 11

/s/ JOHN E. SUNDEEN, JR.

John E. Sundeen, Jr.

Senior Vice President, Chief
Financial Officer and Treasurer
(Principal Financial Officer)

July 11

/s/ D. TYLER TOWERY

D. Tyler Towery

Vice President and Controller
(Principal Accounting Officer)

July 11

*

Director

July 11

James M. Raines

*

Director

July 11

William L. Rogers

*By /s/ DANIEL C. SCHULTE

Daniel C. Schulte
Attorney-in-fact

July 11