

MACDERMID INC  
Form S-8  
May 28, 2004

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As filed with the Securities and Exchange Commission on May 28, 2004.

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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

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**MacDermid, Incorporated**

(Exact Name of Registrant as Specified in its Charter)

**Connecticut**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**06-0435750**  
(I.R.S. Employer  
Identification No.)

**245 Freight Street  
Waterbury, CT 06702-0671**

(Address of Principal Executive Offices, Including Zip Code)

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**MacDermid, Incorporated 2001 Key Executive Performance Equity Plan**  
(Full Title of the Plan)

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**Copies to:**

**Daniel H. Leever  
MacDermid, Incorporated  
245 Freight Street  
Waterbury, CT 06702-0671  
(203) 575-5700**

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

**Michael E. Mooney, Esq.  
Michelle L. Basil, Esq.  
Nutter, McClennen & Fish, LLP  
155 Seaport Boulevard  
Boston, MA 02210-2604  
(617) 439-2000**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, without par value	2,000,000 shares	\$30.565(2)	\$61,130,000(2)	\$7,745.17

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- (1) This registration statement covers up to 2,000,000 shares of Common Stock that may be issued under the MacDermid, Incorporated 2001 Key Executive Performance Equity Plan. This registration statement also covers an indeterminate number of shares that may become issuable under the Plan as a result of a stock dividend, stock split, or other recapitalization.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low sale prices per share of the Common Stock as reported on the New York Stock Exchange on May 24, 2004.
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**REGISTRATION OF ADDITIONAL SECURITIES**

On February 19, 2004, the board of directors of MacDermid, Incorporated, a Connecticut corporation (the "Company"), amended the Company's 2001 Key Executive Performance Equity Plan (the "Plan"), subject to the approval of the stockholders of the Company, to increase the number of shares of the Company's common stock, without par value (the "Common Stock"), that may be issued under the Plan from 3,000,000 to 5,000,000. On April 27, 2004, the stockholders of the Company approved the amendment. The Company is filing this registration statement to register the issuance of up to 2,000,000 additional shares of Common Stock that may be issued under the Plan as a result of the amendment. Pursuant to General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 6, 2001 (File No. 333-66946) are incorporated by reference into this registration statement.

**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waterbury, State of Connecticut, on May 28, 2004.

MACDERMID, INCORPORATED

By: /s/ DANIEL H. LEEVER

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Daniel H. Leever  
Chairman of the Board, President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel H. Leever, Gregory M. Bolingbroke, John L. Cordani, and Michael E. Mooney, and each of them, with full power to act without the others, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, 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 necessary or appropriate to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> /s/ DANIEL H. LEEVER <hr/> Daniel H. Leever	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	May 28, 2004
<hr/> /s/ GREGORY M. BOLINGBROKE <hr/> Gregory M. Bolingbroke	Senior Vice President, Finance, Treasurer and Corporate Controller (principal financial and accounting officer)	May 28, 2004
<hr/> /s/ ROBERT L. ECKLIN <hr/> Robert L. Ecklin	Director	May 28, 2004

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/s/ DONALD G. OGILVIE

Director

May 28, 2004

Donald G. Ogilvie

/s/ JOSEPH M. SILVESTRI

Director

May 28, 2004

Joseph M. Silvestri

/s/ JAMES C. SMITH

Director

May 28, 2004

James C. Smith

/s/ T. QUINN SPITZER, JR.

Director

May 28, 2004

T. Quinn Spitzer, Jr.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
Exhibit 5	Opinion of Nutter, McClennen & Fish, LLP.
Exhibit 23.1	Consent of Nutter, McClennen & Fish, LLP (contained in Exhibit 5).
Exhibit 23.2	Consent of KPMG LLP.
Exhibit 24	Power of Attorney (included on signature page).
Exhibit 99	MacDermid, Incorporated 2001 Key Executive Performance Equity Plan, as amended (incorporated by reference to the Company's Definitive Proxy Statement filed under cover of Schedule 14A on March 15, 2004 (SEC File No. 1-13889)).

QuickLinks

REGISTRATION OF ADDITIONAL SECURITIES

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX