

COLGATE PALMOLIVE CO  
Form S-8  
December 28, 2010

As filed with the Securities and Exchange Commission on December 28, 2010

**Registration No. 333-**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**COLGATE-PALMOLIVE COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**13-1815595**

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

**300 Park Avenue**

**New York, New York 10022**

(Address of principal executive offices) (Zip code)

**Colgate-Palmolive Company Employees Savings and Investment Plan**

(Full title of the plan)

**Andrew D. Hendry**

**Senior Vice President, General Counsel and Secretary**

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**Colgate-Palmolive Company**

**300 Park Avenue**

**New York, New York 10022**

(Name and address of agent for service)

**(212) 310-2000**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Peter J. Romeo**

**C. Alex Bahn**

**Hogan Lovells US LLP**

**555 Thirteenth Street, N.W.**

**Washington, D.C. 20004-1109**

**(202) 637-5600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common stock, par value \$1.00 per share	19,255,920 shares	\$80.12	\$1,542,784,310	\$179,117.26

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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, this registration statement also covers an indeterminate number of shares that may become issuable under the plan as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock.
  - (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers any indeterminate amount of interests to be offered or sold pursuant to the plan.
  - (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on December 21, 2010.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in this Part I will be sent or given to each recipient of an award under the Colgate-Palmolive Company Employees Savings and Investment Plan (the Plan ) as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the Securities Act ). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the Commission ) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by Colgate-Palmolive Company (the Company ) with the Commission are specifically incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2009 (filed on February 25, 2010);
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010, June 30, 2010 and September 30, 2010 (filed on April 29, 2010, July 7, 2010 and October 28, 2010, respectively);
- (c) The Company's Current Reports on Form 8-K, filed on February 25, 2010, March 22, 2010, May 13, 2010, July 9, 2010 and December 10, 2010;
- (d)