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SBC COMMUNICATIONS INC Form S-8 POS June 17, 2003

As filed with the Securities and Exchange Commission on September 10, 2002. Registration No. 333-99359-1

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

SBC COMMUNICATIONS INC. (Exact Name of Registrant as Specified in Its Charter)

Delaware 43-1301883 (State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

175 E. Houston, San Antonio, Texas78205-2233(Address of Principal Executive Offices)(Zip Code)

SBC PAYSOP, Pacific Telesis Group Employee Stock Ownership Plan, and Tax Reduction Act Stock Ownership Plan

(Full Title of the Plans)

Name, address and telephone numberPlease send copies of all communications to:of agent for service:Joy RickJoy RickWayne Wirtz, Esq.SBC Communications Inc.SBC Communications Inc.175 E. Houston, 11th Floor175 E. Houston, 2nd FloorSan Antonio, Texas 78205-2233San Antonio, Texas 78205-2233(210) 821-4105(210) 821-4105

EXPLANATORY NOTE

The registrant hereby amends this Registration Statement by filing the consent of Ernst & Young LLP, independent auditors of SBC Communications Inc.

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PART II. INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit 23

Consent of Ernst & Young LLP, Independent Auditors

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 12th day of June 2003.

SBC COMMUNICATIONS INC.

By: Randall L. Stephenson Randall L. Stephenson Senior Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to registration statement has been signed by the following persons in the capacities and on the date indicated:

Principal Executive Officer:	Edward E. Whitacre, Jr.* Chairman and Chief Executive Officer
Principal Financial and Accounting Officer:	Randall L. Stephenson Senior Executive Vice President and Chief Financial Officer

By: Randall L. Stephenson Randall L. Stephenson, as attorney-in-fact for Mr. Whitacre, the Directors, and on his own behalf as Principal Financial and Accounting Officer

June 12, 2003

DIRECTORS: Gilbert F. Amelio* Clarence C. Barksdale* James E. Barnes* August A. Busch III* William P. Clark* Martin K. Eby, Jr.* Herman E. Gallegos* Jess T. Hay* James A. Henderson* Bobby R. Inman* Charles F. Knight* Lynn M. Martin* John B. McCoy* Marv S. Metz* Toni Rembe* S. Donley Ritchey* Joyce M. Roche* Carlos Slim Helu* Laura D'Andrea Tyson* Patricia P. Upton* Edward E. Whitacre, Jr.*

* By power of attorney

SIGNATURES

The Plans. Pursuant to the requirements of the Securities Act of 1933 the administrator for the Plans set forth below has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 17th day of June 2003.

SBC PAYSOP Pacific Telesis Group Employee Stock Ownership Plan

By SBC Communications Inc., Administrator for each of the foregoing Plans

By: Karen E. Jennings Karen E. Jennings Senior Executive Vice President-Human Resources and Communications

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933 the sponsor for the Plan set forth below has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Haven, State of Connecticut, on this 17th day of June 2003.

Tax Reduction Act Stock Ownership Plan By The Southern New England Telephone Company

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Sponsor for the foregoing Plan

By: Michele M. Macauda Michele M. Macauda President and Chief Executive Officer