

OMNOVA SOLUTIONS INC

Form S-8

October 15, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

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

OMNOVA SOLUTIONS INC.

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State or Other Jurisdiction of Incorporation or Organization)

34-1897652

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

175 Ghent Road, Fairlawn, Ohio
(Address of Principal Executive Offices)

44333-3300
(Zip Code)

OMNOVA SOLUTIONS INC.
AMENDED AND RESTATED 1999 EQUITY AND PERFORMANCE INCENTIVE PLAN
(Full Title of the Plan)

Kristine C. Syrvalin
Corporate Secretary and Assistant General Counsel
OMNOVA Solutions Inc.
175 Ghent Road
Fairlawn, Ohio 44333-3300
(Name and Address of Agent For Service)

Telephone Number, Including Area Code, of Agent For Service: 330/869-4200

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee
Common Stock Par Value \$0.10	1,700,000	\$4.005	\$6,808,500	\$626.38

(1)

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Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) (1) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average high and low sale prices for such common stock, par value \$0.10 per share of OMNOVA Solutions Inc. (Common Stock) on the New York Stock Exchange on October 10, 2002.

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Exhibit 5.1 Opinion of James C. Lemay

Exhibit 23.1 Consent of Ernst & Young LLP

Exhibit 24.1 Powers of Attorney

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under OMNOVA Solutions Inc. 1999 Equity and Performance Incentive Plan (Plan) by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statement on Form S-8 (Registration No. 333-88145) are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

The opinion and consent of James C. LeMay, Senior Vice President, Business Development; General Counsel of the Registrant, addressing certain legal matters is attached hereto as Exhibit 5.1. Mr. LeMay is an officer of Registrant and eligible to receive awards under the Plan.

Item 8. Exhibits.

- 3.1 Amended and Restated Articles of Incorporation of OMNOVA Solutions Inc.
 - 3.2 Amended and Restated Code of Regulations of OMNOVA Solutions Inc.
 - 5.1 Opinion of James C. LeMay, Senior Vice President, Business Development; General Counsel of OMNOVA Solutions Inc., regarding the legality of shares being registered
 - 10.1 OMNOVA Solutions Inc. Amended and Restated 1999 Equity and Performance Incentive Plan
 - 23.1 Consent of Ernst & Young LLP
 - 23.3 Consent of James C. LeMay (included in Exhibit 5.1)
 - 24.1 Powers of Attorney
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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairlawn, State of Ohio, on October 15, 2002.

OMNOVA SOLUTIONS INC.

By: /s/ Kristine C. Syrvalin

Kristine C. Syrvalin
Corporate Secretary and
Assistant General Counsel

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

SIGNATURE

TITLE

*

Chairman, Chief Executive Officer
and President

Kevin M. McMullen

/s/ Michael E. Hicks

Senior Vice President and Chief
Financial Officer; Treasurer

Michael E. Hicks

*

Director

E. P. Campbell

*

Director

D. A. Daberko

*

Director

D. R. Holmes

*

Director

D. E. McGarry

*

Director

S. W. Percy

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*	Director
<hr/>	
R. B. Pipes	
*	Director
<hr/>	
W. R. Seelbach	

* This Registration Statement has been signed on behalf of the above officers and directors by Kristine C. Syrvalin, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: October 15, 2002

By: /s/ Kristine C. Syrvalin

Kristine C. Syrvalin

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EXHIBIT INDEX

- 3.1 Amended and Restated Articles of Incorporation of OMNOVA Solutions Inc. (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 1999 (File No. 1-15147))
- 3.2 Amended and Restated Code of Regulations of OMNOVA Solutions Inc. (incorporated by reference to Exhibit 3.4. to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 1999 (File No. 1-15147))
- 5.1 Opinion of James C. LeMay, Senior Vice President, Business Development; General Counsel of OMNOVA Solutions Inc., regarding legality of shares being registered
- 10.1 OMNOVA Solutions Inc. Amended and Restated 1999 Equity and Performance Incentive Plan (incorporated by reference to Annex A to the Company's Notice of 2002 Annual Meeting and Proxy Statement filed with the Commission on February 19, 2002 (File No. 1-15147))
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of James C. LeMay (included in Exhibit 5.1)
- 24.1 Powers of Attorney