

LINDSAY CORP  
Form S-8  
January 31, 2007

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As filed with the Securities and Exchange Commission on January 31, 2007

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
Registration Statement  
Under the Securities Act of 1933  
LINDSAY CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

47-0554096

(State or other jurisdiction of  
incorporation or organization)

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

2707 North 108<sup>th</sup> Street, Suite 102  
Omaha, Nebraska

68164

(Address of principal executive offices)

(Zip code)

**STOCK OPTIONS GRANTED TO  
RICHARD W. PAROD  
UNDER EMPLOYMENT AGREEMENT**

(Full title of the plan)

Richard W. Parod  
President and Chief Executive Officer  
Lindsay Corporation  
2707 North 108<sup>th</sup> Street, Suite 102  
Omaha, Nebraska 68164

(402) 428-2131

(Name and address of agent for service)

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

Copies to:

Steven P. Amen  
Kutak Rock LLP  
1650 Farnam Street  
Omaha, Nebraska 68102  
(402) 346-6000

**Calculation of Registration Fee**

Proposed Maximum

Proposed Maximum

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Title of Securities to be Registered	Amount to be Registered(1)	Offering Price Per Share	Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$1.00 per share	350,000 shares	\$14.00(2)	\$4,900,000(2)	\$525

(1) The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement and the number of shares registered on this Registration Statement shall increase or decrease as a result of stock splits, stock dividends or similar transactions.

(2) Represents the exercise price per share of all stock options granted to Mr. Parod pursuant to his Employment Agreement, dated March 8, 2000, as amended.

**This Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933, as amended.**

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Opinion and Consent of Kutak Rock LLP

Consent of KPMG LLP

Powers of Attorney

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**PART I  
INFORMATION REQUIRED IN THE  
Section 10(a) PROSPECTUS**

**Item 1. *Plan Information***

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act ), and the Note to Part I of Form S-8.

**Item 2. *Registration Information and Employee Plan Annual Information.***

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents, previously filed with the Securities and Exchange Commission by Lindsay Corporation (the Registrant or the Company ) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended August 31, 2006;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2006; and
- (c) the description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on September 26, 1997.

Each document filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered herein have been sold or that deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the respective date of filing such documents.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 4. *Description of Securities.***

Not Applicable.

**Item 5. *Interests of Named Experts and Counsel.***

Not Applicable.

**Item 6. *Indemnification of Directors and Officers.***

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a Delaware corporation may indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement that are actually and reasonably incurred by such officers and directors in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, if, in connection with the matters in issue, they acted in good faith and in a manner they reasonably believed by them to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal suit or proceeding, they had no reasonable cause to believe their conduct was unlawful. If the action is brought by or in the right of the corporation, such indemnification may only be provided as long as, in addition to the foregoing, it is not made with respect to any claim, issue or matter as to which such officer or director has been found liable to the corporation, unless such indemnification is approved by the court. Section 145 permits a Delaware corporation to grant its directors and officers additional rights of indemnification through bylaw provisions and otherwise and to purchase indemnity insurance on behalf of its directors and officers.

Pursuant to Article Ninth of the Company's Restated Certificate of Incorporation, a director of the Company will not be personally liable to the Company or to its shareholders for monetary damages for any breach of fiduciary duty by such director other than liability (i) for any breach of the director's duty of loyalty, (ii) arising out of acts or omissions not taken in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the DGCL (relating to the unlawful payments of dividends or redemption of stock) or (iv) arising from a transaction from which the director derived a personal benefit. In addition, such Article Ninth provides that the Company may indemnify its officers and directors to the fullest extent authorized by law, including indemnification under statutory or case law or pursuant to indemnity agreements or contracts with such persons.

As permitted by Section 3.16 of its Bylaws, the Company has entered into Indemnification Agreements with each director and executive officer of the Company which provide for indemnity on terms consistent with the foregoing.

As permitted under Section 145 of the DGCL, the Company has purchased and maintains insurance on behalf of directors and officers against any liability asserted against such directors and officers in their capacities as such.

**Item 7. *Exemption from Registration Claimed.***

Not Applicable

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**Item 8. Exhibits.**

The following is a complete list of exhibits filed as part of this Registration Statement. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

Exhibit Number	Description
4(a)	Restated Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on December 14, 2006.
4(b)	Restated By-laws of the Company incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed on December 14, 2006.
4(c)	Specimen Form of Common Stock Certificate, incorporated by reference to Exhibit 4(a) to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2006.
5	Opinion and Consent of Kutak Rock LLP.
10(a)	Employment Agreement between the Company and Richard W. Parod, effective March 8, 2000, incorporated herein by reference to Exhibit 10(a) to the Company's Report on Form 10-Q for the fiscal quarter ended May 31, 2000.
10(b)	First Amendment to Employment Agreement, dated May 2, 2003, between the Company and Richard W. Parod, incorporated herein by reference to Exhibit 10(a) of Amendment No. 1 to the Company's Report on Form 10-Q for the fiscal quarter ended May 31, 2003.
10(c)	Second Amendment to Employment Agreement, dated December 22, 2004, between the Company and Richard W. Parod, incorporated herein by reference to Exhibit 10(a) to the Company's Current Report on Form 8-K filed on December 27, 2004.
23(a)	Consent of Kutak Rock LLP (included in its opinion filed as Exhibit 5).
23(b)	Consent of KPMG LLP.
24	Powers of Attorney authorizing certain persons to sign this Registration Statement on behalf of certain directors.

**Item 9. Undertakings**

The undersigned Registrant hereby undertakes:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

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(2) That, for the purpose of determining any liability under the Securities Act of 1933 (the Act ), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) That, insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant as described in Item 6 hereof or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 Omaha, State of Nebraska, on this 31st day of January 2007.

## LINDSAY CORPORATION

By: /s/ Richard W. Parod  
Richard W. Parod, President and Chief  
Executive Officer

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Richard W. Parod Richard W. Parod	Director, President and Chief Executive Officer	January 31, 2007
/s/ David B. Downing David B. Downing	Chief Financial Officer, Treasurer, Secretary, Vice President-Finance	January 31, 2007
/s/ Tim J. Paymal Tim J. Paymal	Corporate Controller	January 31, 2007
Howard G. Buffett	Director	
/s/ Michael N. Christodolou * Michael N. Christodolou	Director and Chairman of the Board	January 31, 2007
/s/ Larry H. Cunningham * Larry H. Cunningham	Director	January 31, 2007
/s/ William F. Welsh II* William F. Welsh II	Director	January 31, 2007
/s/ J. David McIntosh * J. David McIntosh	Director	January 31, 2007

/s/ Michael C. Nahl \*

Director

January 31,  
2007

Michael C. Nahl

\* By /s/ Richard W. Parod  
Richard W. Parod, *Attorney-In-Fact*