

Registration No. 33-39113

As filed with the Securities and Exchange Commission on June 29, 1994

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

BRIGGS & STRATTON CORPORATION\*  
(Exact name of registrant as specified in its charter)

WISCONSIN  
(State or other jurisdiction of  
incorporation or organization)

39-0182330  
(I.R.S. Employer  
Identification No.)

12301 W. Wirth Street  
Wauwatosa, Wisconsin  
(Address of Principal Executive Offices)

53222  
(ZIP Code)

THE BRIGGS & STRATTON CORPORATION  
STOCK INCENTIVE PLAN  
(Full title of the plan)

THOMAS R. SAVAGE, ESQ.  
General Counsel  
BRIGGS & STRATTON CORPORATION  
12301 W. Wirth Street  
Wauwatosa, Wisconsin 53222

Copy to:  
THOMAS W. O'BRIEN, ESQ.  
Quarles & Brady  
411 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

(Name and address of agent for service)

(414) 259-5333  
(Telephone number, including area code, of agent for service)

\* The Registrant, Briggs & Stratton Corporation, a Wisconsin corporation, successor issuer to Briggs & Stratton Corporation, a Delaware corporation ("Briggs & Stratton Delaware"), pursuant to a merger for the purpose of changing Briggs & Stratton Delaware's state of incorporation from Delaware to Wisconsin, hereby adopts as its own, pursuant to Rule 414(d) under the Securities Act of 1933, Briggs & Stratton Delaware's Registration Statement on Form S-8, File No. 33-39113, and any amendments thereto, for all purposes of the Securities Act of 1933 and the Securities Exchange Act of 1934.

## PART I

## INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Information specified in Part I of Form S-8 (Items 1 and 2) will be sent or given to Plan participants as specified by Rule 428(b)(1) under the Securities Act of 1933.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Briggs & Stratton Corporation, a

Delaware corporation ("Briggs & Stratton Delaware") (Commission File No. 1-1370), or Briggs & Stratton Corporation, a Wisconsin corporation (the "Registrant") (Commission File No. 1-1370), successor issuer to Briggs & Stratton Delaware in a Delaware-to-Wisconsin change of domicile merger effective at 5:00 p.m. on October 31, 1992, with the Securities and Exchange Commission (the "Commission") pursuant to Section 13 of the Securities Exchange Act of 1934 (the "1934 Act") are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended June 27, 1993;
- (b) The Registrant's quarterly reports on Form 10-Q for the quarterly periods ended September 26, 1993, December 26, 1993, and March 27, 1994;
- (c) The Registrant's Current Report on Form 8-K dated May 18, 1994; and
- (d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-B, dated October 12, 1992, and filed with the Commission on October 14, 1992, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

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

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable. See Item 3(d) above.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

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ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant is incorporated under the Wisconsin Business Corporation Law ("WBCL"). Under Section 180.0851(1) of the WBCL, the Registrant is required to indemnify a director or officer, to the extent such person is successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if such person was a party because he or she was a director or officer of the Registrant. In all other cases, the Registrant is required by Section 180.0851(2) of the WBCL to indemnify a director or officer against liability incurred in a proceeding to which such person was a party because he or she was an officer or director of the Registrant, unless it is determined that he or she breached or failed to perform a duty owed to the Registrant and the breach or failure to perform constitutes: (i) a willful failure to deal fairly with the Registrant or its shareholders in connection with a matter in which the director or officer has a material conflict of interest; (ii) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (iii) a transaction from which the director or officer derived an improper personal profit; or (iv) willful misconduct. Section 180.0858(1) of the WBCL provides that, subject to certain limitations, the mandatory indemnification provisions

do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under the Registrant's articles of incorporation, bylaws, a written agreement or a resolution of the Board of Directors or shareholders.

Section 180.0859 of the WBCL provides that it is the public policy of the State of Wisconsin to require or permit indemnification, allowance of expenses and insurance to the extent required or permitted under Sections 180.0850 to 180.0858 of the WBCL for any liability incurred in connection with a proceeding involving a federal or state statute, rule or regulation regulating the offer, sale or purchase of securities.

Section 180.0828 of the WBCL provides that, with certain exceptions, a director is not liable to a corporation, its shareholders, or any person asserting rights on behalf of the corporation or its shareholders, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director, unless the person asserting liability proves that the breach or failure to perform constitutes any of the four exceptions to mandatory indemnification under Section 180.0851(2) referred to above.

Under Section 180.0833 of the WBCL, directors of the Registrant against whom claims are asserted with respect to the declaration of an improper dividend or other distribution to shareholders to which they assented are entitled to contribution from other directors who assented to such distribution and from shareholders who knowingly accepted the improper distribution, as provided therein.

Article VIII of the Registrant's Bylaws contains provisions that generally parallel the indemnification provisions of the WBCL and cover certain procedural matters not dealt with in the WBCL.

Directors and officers of the Registrant are covered by directors' and officers' liability insurance under which they are insured (subject to certain exceptions and limitations specified in the policy) against expenses and liabilities arising out of proceedings to which they are parties by reason of being or having been directors or officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

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ITEM 8. EXHIBITS.

See Exhibit Index following Signatures page in this Registration Statement, which Exhibit Index is incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

- (iii) 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;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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) Reference is made to the indemnification provisions referred to in Item 6 of this Registration Statement.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, 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.

SIGNATURES

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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on June 28, 1994.

BRIGGS & STRATTON CORPORATION  
(Registrant)

By: /s/FREDERICK P. STRATTON, JR.  
Frederick P. Stratton, Jr.  
Chairman, President, and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.\*

SIGNATURE		TITLE
/s/FREDERICK P. STRATTON, JR. Frederick P. Stratton, Jr.		Chairman, President and Chief Executive Officer and Director (Principal Executive Officer of the Registrant)
/s/ROBERT H. ELDRIDGE Robert H. Eldridge	x	Secretary-Treasurer and Director (Principal Financial Officer)
/s/JAMES E. BRENN James E. Brenn	x	Vice President and Controller (Principal Accounting Officer)
/s/MICHAEL E. BATTEN Michael E. Batten	x	Director
/s/PETER A. GEORGESCU Peter A. Georgescu	x	Director
/s/SHELDON B. LUBAR Sheldon B. Lubar	x	Director
/s/RICHARD E. MARCEAU Richard E. Marceau	x	Director
/s/JOHN L. MURRAY John L. Murray	x	Director

Director

Clarence B. Rogers, Jr.

/s/ELWIN J. ZARWELL  
Elwin J. Zarwell

x Director

\* Each of these signatures is affixed as of June 28, 1994.

x By:/s/FREDERICK P. STRATTON, JR.  
Frederick P. Stratton, Jr., as Attorney-in-Fact, pursuant  
to Power of Attorney contained in the Registration  
Statement.

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BRIGGS & STRATTON CORPORATION  
(THE "REGISTRANT")  
(SUCCESSOR TO BRIGGS & STRATTON CORPORATION, COMMISSION FILE NO. 1-1370)

EXHIBIT INDEX  
TO  
FORM S-8 REGISTRATION STATEMENT  
(AS AMENDED BY POST-EFFECTIVE AMENDMENT NO.1)

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED HEREIN BY REFERENCE TO	FILED HEREWITH	SEQUENTIAL PAGE NO.
4.1	Articles of Incorporation of the Registrant	Exhibit 3.1 to the Registrant's Form 8-B dated October 12, 1992 (the "Form 8-B")		
4.2	Bylaws of the Registrant	Exhibit 3.2 to the Form 8-B		
4.3	Rights Agreement dated as of December 20, 1989, between Briggs & Stratton Corporation and First Wisconsin Trust Company, which includes the form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B	Exhibit 1 to Briggs & Stratton Corporation's Current Report on Form 8-K dated December 20, 1989		
5	Opinion of Counsel		X	
23.1	Consent of Arthur Andersen & Co.	Exhibit 23 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 27, 1993		
23.2	Consent of Counsel		Contained in Opinion filed as Exhibit 5	
24	Powers of Attorney	Signatures Page to original Registration Statement		
99.1	The Briggs & Stratton Corporation Stock Incentive Plan	Exhibit A to Briggs & Stratton Corporation's Proxy Statement dated September 9, 1993 for its Annual Meeting of Stockholders on October 20, 1993		
99.2	Agreement and Plan of Merger by and between the Registrant and Briggs & Stratton	Exhibit 1 to the Form 8-B		

Corporation, dated as of  
October 1, 1992

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June 28, 1994

Briggs & Stratton Corporation  
12301 W. Wirth Street  
Wauwatosa, Wisconsin 53222

Gentlemen:

We are providing this opinion in connection with Post-Effective Amendment No. 1 to the Registration Statement of Briggs & Stratton Corporation, a Delaware corporation ("Briggs & Stratton"), on Form S-8, File No. 33-39113 (the "Registration Statement"), filed on February 21, 1991 under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale by Briggs & Stratton of up to 400,000 shares of common stock, par value \$3.00 per share, of Briggs & Stratton ("Briggs & Stratton Common Stock") upon the exercise of options granted under the Briggs & Stratton Corporation Stock Incentive Plan (the "Plan").

Briggs & Stratton Corporation, a Wisconsin corporation (the "Company"), was created as a wholly-owned subsidiary of Briggs & Stratton in connection with the Agreement and Plan of Merger, dated as of October 1, 1992, between Briggs & Stratton and the Company (the "Merger Agreement"), pursuant to which Briggs & Stratton was merged with and into the Company (the "Merger") effective at 5:00 p.m., Milwaukee, Wisconsin time on October 31, 1992 (the "Effective Date"), for the purpose of changing its state of incorporation from Delaware to Wisconsin. The Company is the surviving corporation in the Merger. At the Effective Date: (i) each outstanding share of Briggs & Stratton Common Stock was automatically converted into one (1) share of common stock, par value \$0.01 per share, of the Company ("Common Stock"); (ii) each outstanding stock option to purchase shares of Briggs & Stratton Common Stock (an "Option") granted by Briggs & Stratton pursuant to the Plan was automatically converted into a stock option to purchase, upon the same terms and conditions, the number of shares of Common Stock which is equal to the number of shares of Briggs & Stratton Common Stock which the holder thereof would have received had such holder exercised the Option in full immediately prior to the Effective Date (whether or not such option was then exercisable); and (iii) the Plan was assumed by, and continues to be the Plan of, the Company. The shares of Common Stock of the Company which remain available for issuance under the Plan as so assumed by the Company pursuant to the Merger, whether subject to outstanding Options so assumed or available for the grant of further options thereunder, are herein referred to as the "Shares." Post-Effective Amendment No. 1 to the Registration Statement is being filed by the Company, as the successor issuer to Briggs & Stratton, to adopt the Registration Statement as its own for all purposes of the Act and the Securities Exchange Act of 1934 in accordance with Rule 414 promulgated under the Act.

We have examined (i) the Registration Statement, as amended by Post-Effective Amendment No. 1, (ii) the Company's Articles of Incorporation and Bylaws, (iii) the Plan, as assumed by the Company pursuant to the Merger, (iv) the Merger Agreement; (v) the corporate proceedings relating to the adoption of the Plan, the



issuance of the Shares, the organization of the Company and the Merger, and (vi) such other documents and records as we have deemed necessary in order to render this opinion. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based upon the foregoing, it is our opinion that:

1. The Company is a corporation duly incorporated and validly existing under the laws of the State of Wisconsin.
2. The Shares, when issued and paid for as contemplated by the Registration Statement, as amended, and the Plan, will be validly issued, fully paid and non-assessable by the Company, subject to the personal liability which may be imposed on shareholders by Section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as judicially interpreted, for debts owing to employees for services performed, but not exceeding six months service in any one case. Although Section 180.0622(2)(b) provides that such personal liability of shareholders shall be "to an amount equal to the par value of shares owned by them respectively, and to the consideration for which their shares without par value was issued," the Wisconsin Supreme Court, by a split decision without a written opinion, has affirmed a judgment holding shareholders of a corporation liable under the substantially identical predecessor statute in effect prior to January 1, 1991 (Section 180.40(6)) for unpaid employee wages to an amount equal to the consideration for which their par value shares were issued rather than the shares' lower stated par value. *Local 257 of Hotel and Restaurant Employees and Bartenders International Union v. Wilson Street East Dinner Playhouse, Inc.*, 126 Wis. 2d 284, 375 N.W.2d 664 (1985) (affirming the 1983 decision of the Circuit Court for Dane County, Wisconsin, in Case No. 82-CV-0023).

We consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Act, or that we come within the category of persons whose consent is required by Section 7 of the Act. Mr. Elwin J. Zarwell, a partner in our firm, is a director of the Company.

Very truly yours,

QUARLES & BRADY