

V F CORP
Form S-8
November 06, 2006

As filed with the Securities and Exchange Commission on November 6, 2006

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

V.F. CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation or Operation)

23-1180120
(I.R.S. Employer Identification Number)

**105 Corporate Center Blvd.
Greensboro, North Carolina 27408**
(Address of Principal Executive Offices, including Zip Code)

**VF CORPORATION RETIREMENT
SAVINGS PLAN FOR SALARIED EMPLOYEES
(formerly known as:
VF CORPORATION TAX-ADVANTAGED
SAVINGS PLAN FOR SALARIED EMPLOYEES)**
(Full Title of the Plan)

Candace S. Cummings, Esq.
Vice President Administration, General Counsel and Secretary
V.F. Corporation
P.O. Box 21488
Greensboro, North Carolina 27420
(336) 424-6000

(Name, Address And Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of shares to be registered	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Am regist
Stock (no par value; stated capital \$1.00 per share)(1)	2,000,000	\$76.15(3)	\$152,300,000	\$16

(1) In addition, this registration statement registers an indeterminate number of rights (the Rights) to

purchase
Series A
Participating
Cumulative
Preferred Stock
pursuant to the
terms of a
certain Rights
Agreement
between the
Company and
First Chicago
Trust Company
of New York, as
Rights Agent, as
amended. No
separate
consideration
will be received
for the Rights,
which initially
will trade
together with
the Common
Stock.

- (2) In addition,
pursuant to
Rule 416 under
the Securities
Act of 1933,
this registration
statement also
covers an
indeterminate
amount of:
(a) interests to
be offered or
sold pursuant to
the employee
benefit plan
described
herein, and
(b) additional
shares which
may be
necessary to
adjust the
number of
shares reserved
for issuance

pursuant to the Retirement Savings Plan for Salaried Employees for any future stock split, stock dividend or similar adjustment of the outstanding Common Stock of the registrant.

- (3) Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933. The price and fee are computed based upon \$76.15, the average of the high and low prices for the common stock reported on the New York Stock Exchange on November 1, 2006.
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Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register additional shares of Common Stock, no par value, stated capital \$1.00 per share, of V.F. Corporation (the Company), with respect to three currently effective Registration Statements on Form S-8 of the Company relating to the Company's Retirement Savings Plan for Salaried Employees.

The contents of the Registration Statements on Form S-8 as filed on July 23, 1998, Registration No. 333-59727, on March 20, 1990, Registration No. 33-33621, as amended, and on August 29, 1985, Registration No. 2-99945, as amended, are incorporated by reference into this Registration Statement.

Item 8. Exhibits.

- 5.1 Opinion of Pepper Hamilton LLP
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
- 24.1 Power of Attorney

In accordance with Item 8 of Form S-8, this registration statement does not include Exhibit 5 Opinion regarding compliance of the Plan with ERISA, as the Company undertakes to submit the Plan and any amendment thereto to the Internal Revenue Service in a timely manner and will make all changes required by the Internal Revenue Service in order to qualify the Plan under Section 401(a) and 401(k) of the Internal Revenue Code.

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 Greensboro, North Carolina, on November 6, 2006.

V.F. CORPORATION

By: /s/ Mackey J. McDonald
Mackey J. McDonald
Chairman and Chief Executive Officer

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 dates indicated.

<u>SIGNATURE</u>	<u>DATE</u>
/s/ Mackey J. McDonald	November 6, 2006
Mackey J. McDonald Chairman and Chief Executive Officer	
/s/ Robert K. Shearer	November 6, 2006
Robert K. Shearer Senior Vice President and Chief Financial Officer	
/s/ Bradley W. Batten	November 6, 2006
Bradley W. Batten Vice President Controller and Chief Accounting Officer	

DIRECTORS

Juan Ernesto de Bedout*
Edward E. Crutchfield*
Ursula O. Fairbairn*
Barbara S. Feigin*

George Fellows*
Daniel R. Hesse
Robert J. Hurst*
W. Alan McCollough*

Mackey J. McDonald*
Clarence Otis, Jr.*
M. Rust Sharp*
Raymond G. Viault*

*By: /s/ Candace S. Cummings
Candace S. Cummings,
Attorney-In-Fact

Date: October 18, 2006

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greensboro, North Carolina, on October 18, 2006.

VF CORPORATION RETIREMENT
SAVINGS PLAN FOR SALARIED
EMPLOYEES

By: V.F. CORPORATION PENSION PLAN
COMMITTEE, Administrator

By: /s/ Candace S. Cummings
Candace S. Cummings, Member

EXHIBIT INDEX

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