

Edgar Filing: FIRSTENERGY CORP - Form S-8 POS

FIRSTENERGY CORP  
Form S-8 POS  
November 21, 2003

As filed with the Securities and Exchange Commission on November 21, 2003  
Registration No. 333-72764

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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

FIRSTENERGY CORP.  
(Exact Name of Registrant as Specified in Its Charter)

Ohio 34-1843785  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
corporation or Organization)

76 South Main Street  
Akron, Ohio 44308  
(Address of Principal Executive Offices, Including Zip Code)

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GPU Companies Employee Savings Plan for Nonbargaining Employees  
GPU Companies Employee Savings Plan for Employees Represented by  
IBEW System Council U-3  
GPU Companies Employee Savings Plan for Employees Represented by  
IBEW Local 459 and UWUA Local 180  
GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 777  
(Full Title of the Plan)

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David W. Whitehead  
Corporate Secretary  
FirstEnergy Corp.  
76 South Main Street  
Akron, Ohio 44308  
(330) 384-4400

Copy to:  
Edward W. Moore, Esq.  
Calfee, Halter & Griswold LLP  
1400 McDonald Investment Center  
800 Superior Avenue  
Cleveland, Ohio 44114  
(216) 622-8200

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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Explanatory Statement In Connection With the Filing of a Related  
Registration Statement on Form S-8 Filed Pursuant to Instruction E of Form S-8

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 (File No. 333-72764) (this "Registration Statement"), FirstEnergy Corp., an Ohio corporation (the "Company"), is filing with the Securities and Exchange Commission (the "Commission") a new Registration Statement on Form S-8. The new Registration Statement (the "New Registration Statement") relates to the registration, among other offers and sales of shares of the Company's common stock, par value \$0.10 per share, of the offer and sale of 133,867 shares of common stock (the "Carryover Shares") pursuant to the FirstEnergy Corp. Savings Plan (the "Savings Plan"). The Savings Plan is sponsored by the Company.

The Company had originally registered the Carryover Shares pursuant to this Registration Statement in anticipation of offering interests in the Company's common stock to participants in the GPU Companies Employee Savings Plan for Nonbargaining Employees, the GPU Companies Employee Savings Plan for Employees Represented by IBEW System Council U-3, the GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 459 and UWUA Local 180 and the GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 777 (collectively, the "GPU Plans"). Under the terms of the Agreement and Plan of Merger, dated as of August 8, 2000, between the Company and GPU, Inc., a Pennsylvania corporation ("GPU"), GPU was merged into the Company (the "Merger"). As a result of the Merger, interests in the Company's common stock were offered to participants under the terms of the GPU Plans upon and after the Merger. Following the filing of this Amendment No. 1, the Carryover Shares are no longer available for new offers or sales under the GPU Plans.

On January 7, 2003, the GPU Plans were merged into the Savings Plan and, as a result, the Savings Plan is the successor to the GPU Plans. The Company desires to have the Carryover Shares be included among the shares of common stock for which offers and sales under the Savings Plan are registered under the New Registration Statement.

Consequently, in accordance with the principles set forth in Interpretation 89 under Section G, "Securities Act Forms" of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Commission (July 1997 as supplemented) and Instruction E to Form S-8, (1) the Company is registering the offer and sale of the Carryover Shares pursuant to the Savings Plan by means of the New Registration Statement, (2) the registration fee of \$1,130 allocable to the Carryover Shares, which the Company paid to the Commission in connection with the original filing of this Registration Statement, is carried over to the New Registration Statement, and (3) this Registration Statement is being amended on a post-effective basis to describe the change from the GPU Plans to the Savings Plan, and accordingly, no shares remain registered hereunder which have not been sold.

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### SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on this 21st day of November, 2003.

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FIRSTENERGY CORP.

By:/s/ David W. Whitehead

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David W. Whitehead  
Corporate Secretary (Duly Authorized Officer)

POWER OF ATTORNEY

Each of the undersigned directors and officers of the Company, individually as such director and/or officer, hereby makes, constitutes and appoints H. Peter Burg and David W. Whitehead, and each of them, singly or jointly, with full power of substitution, as his or her true and lawful attorney-in-fact and agent to execute in his or her name, place and stead, in any and all capacities, and to file with the Commission, any and all post-effective amendments to this Registration Statement, which post-effective amendment may make such changes in the Registration Statement as the Company deems appropriate, hereby ratifying and confirming all that each of said attorneys-in-fact, or his, her or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/H. Peter Burg ----- H. Peter Burg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 19, 2
/s/Anthony J. Alexander ----- Anthony J. Alexander	President, Chief Operating Officer and Director	November 19, 2
/s/Richard H. Marsh ----- Richard H. Marsh	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 19, 2
/s/Harvey L. Wagner ----- Harvey L. Wagner	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	November 19, 2

Signature -----	Title -----	Date -----
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/s/Paul T. Addison ----- Paul T. Addison	Director	November 19, 2
/s/Carol A. Cartwright ----- Carol A. Cartwright	Director	November 19, 2
/s/William T. Cottle ----- William T. Cottle	Director	November 19, 2
/s/Robert B. Heisler, Jr. ----- Robert B. Heisler, Jr.	Director	November 19, 2
/s/Robert L. Loughhead ----- Robert L. Loughhead	Director	November 19, 2
/s/Russell W. Maier ----- Russell W. Maier	Director	November 19, 2
/s/John M. Pietruski ----- John M. Pietruski	Director	November 19, 2
/s/Robert N. Pokelwaldt ----- Robert N. Pokelwaldt	Director	November 19, 2
/s/Paul J. Powers ----- Paul J. Powers	Director	November 19, 2
/s/Catherine A. Rein ----- Catherine A. Rein	Director	November 19, 2
/s/Robert C. Savage ----- Robert C. Savage	Director	November 19, 2
/s/George M. Smart ----- George M. Smart	Director	November 19, 2
/s/Jesse T. Williams, Sr. ----- Jesse T. Williams, Sr.	Director	November 19, 2
/s/Dr. Patricia K. Woolf ----- Dr. Patricia K. Woolf	Director	November 19, 2

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The Plans. Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plans) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Morristown, State of New Jersey, on this 19th day of November, 2003.

GPU COMPANIES EMPLOYEE SAVINGS  
PLAN FOR NONBARGAINING  
EMPLOYEES

By: /s/Carole B. Snyder

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Carole B. Snyder  
Chairperson  
Administrative Committee

GPU COMPANIES EMPLOYEE SAVINGS  
PLAN FOR EMPLOYEES  
REPRESENTED BY IBEW SYSTEM  
COUNCIL U-3

By: /s/Carole B. Snyder

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Carole B. Snyder  
Chairperson  
Administrative Committee

GPU COMPANIES EMPLOYEE SAVINGS  
PLAN FOR EMPLOYEES  
REPRESENTED BY IBEW LOCAL 459  
AND UWUA LOCAL 180

By: /s/Carole B. Snyder

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Carole B. Snyder  
Chairperson  
Administrative Committee

GPU COMPANIES EMPLOYEE SAVINGS  
PLAN FOR EMPLOYEES  
REPRESENTED BY IBEW LOCAL 777

By: /s/Carole B. Snyder

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Carole B. Snyder  
Chairperson  
Administrative Committee

