

ENBRIDGE INC
Form S-8
August 05, 2005

Table of Contents

As filed with the Securities and Exchange Commission on August 5, 2005

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

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

ENBRIDGE INC.

(Exact Name of Registrant as Specified in Its Charter)

Canada

(State or Other Jurisdiction of Incorporation or Organization)

None

(I.R.S. Employer Identification Number)

**3000, 425 1st Street S.W.
Calgary, Alberta, Canada T2P 3L8**

(Address of Principal Executive Offices)

**Enbridge Inc.
Incentive Stock Option Plan (1999)**

(Full Title of the Plan)

E. Chris Kaitson
Enbridge Energy Company, Inc.
1100 Louisiana, Suite 3300
Houston, Texas 77002
(713) 650-8900

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

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 (1)
Common Shares of Enbridge Inc.	500,000	\$29.525	\$14,762,500	\$1,737.55

(1) Pursuant to Rule 457(h)(1) of the Securities Act of 1933, as amended, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of the registration fee have been computed on the basis of the price of securities of the same class.

TABLE OF CONTENTS

GENERAL INSTRUCTIONS

PART I

PART II

SIGNATURES

POWER OF ATTORNEY

INDEX TO EXHIBITS

Exhibit 2.1

Exhibit 2.2

Exhibit 5.1

Exhibit 23.1

Table of Contents

GENERAL INSTRUCTIONS

E. REGISTRATION OF ADDITIONAL SECURITIES

EXPLANATORY NOTE

There are registered hereby an additional 500,000 Common Shares of Enbridge Inc. issuable upon the exercise of options granted under the Enbridge Inc. Incentive Stock Option Plan (1999) to employees resident in the United States or non-United States resident employees who may, from time to time, be assigned or seconded to the United States. 1,290,458 Common Shares so issuable under the Incentive Stock Option Plan (1999) were previously registered on Enbridge Inc.'s Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001, in connection with which a filing fee of \$8,016.97 was paid.

INCORPORATION OF INFORMATION

Pursuant to General Instruction E to Form S-8, all the contents of Registration Statement No. 333-13456 are hereby incorporated by reference into this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

EXPLANATORY NOTE

As permitted by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Registration Statement, as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission (the "Commission") as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

Table of Contents

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference

The following documents filed by Enbridge Inc. (the Company) are hereby incorporated by reference in this Registration Statement:

The Annual Report on Form 40-F, filed by the Company on March 17, 2005, pursuant to the Securities Exchange Act of 1934 (the Exchange Act) (File No. 001-15254).

The Reports on Form 6-K, filed by the Company on the following dates, pursuant to the Exchange Act (File No. 001-15254):

January 4, 2005

January 27, 2005

February 2, 2005

February 2, 2005

February 4, 2005

March 4, 2005

March 24, 2005

April 5, 2005

May 3, 2005

May 6, 2005

May 6, 2005

June 1, 2005

July 5, 2005

July 28, 2005

August 2, 2005

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, and to the extent designated therein, certain Reports on Form 6-K made by the Company, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which

Table of Contents

deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the filing date 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 of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or 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.

The holders of Common Shares are entitled to one vote for each share held of record on all matters voted on by shareholders (other than matters in respect of which only holders of another class of shares are entitled to vote) and are entitled to share ratably in any dividends or distribution to shareholders. The holders of Common Shares have no pre-emptive, redemptive or conversion rights. All Common Shares are issued as fully paid and nonassessable.

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 34 of By-law No. 1 of the Company provides that, subject to the limitations contained in the Canada Business Corporations Act (the "CBCA" or the "Act") but without limit to the right of the Company to indemnify as provided for in the Act, the Company shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Company's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Company or other entity, if the individual:

- (i) acted honestly and in good faith with a view to the best interests of the Company or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Company's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

The CBCA provides that a corporation may with the approval of a court, indemnify a director or officer, a former director or officer, or another individual who acts or acted at the corporation's request as a director or officer or an individual acting in a similar capacity, of another entity with respect to any security holder's derivative action brought pursuant to the CBCA. The CBCA also provides that as of right, in general, the individuals referred to in the foregoing sentence are entitled to indemnity if the individual seeking indemnity:

Table of Contents

(i) was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;

(ii) acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the corporation's request; and

(iii) where a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

As authorized by Section 35 of By-law No. 1, the Company has an insurance policy which indemnifies directors and officers against certain liabilities incurred by them in their capacities as such, including among other things, certain liabilities under the Securities Act of 1933.

Insofar as indemnification for liabilities arising from the Securities Act may be permitted by directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the Company has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Description
2.1	<p>(a) Articles of Continuance of the Corporation, dated December 15, 1987</p> <p>(b) Certificate of Amendment, dated August 2, 1989, to the Articles of the Corporation</p> <p>(c) Articles of Amendment of the Corporation, dated April 30, 1992</p> <p>(d) Articles of Amendment of the Corporation, dated July 2, 1992</p> <p>(e) Articles of Amendment of the Corporation, dated August 6, 1992</p> <p>(f) Articles of Arrangement of the Corporation dated December 18, 1992, attaching the Arrangement Agreement, dated December 15, 1992</p> <p>(g) Certificate of Amendment of the Corporation (notarial certified copy), dated December 18, 1992</p> <p>(h) Articles of Amendment of the Corporation, dated May 5, 1994</p> <p>(i) Certificate of Amendment, dated October 7, 1998</p> <p>(j) Certificate of Amendment, dated November 24, 1998</p> <p>(k) Certificate of Amendment, dated April 29, 1999</p> <p>(l) Certificate of Amendment, dated May 5, 2005</p>

Table of Contents

Exhibit No.	Description
2.2	General By-Law No. 1 of the Corporation, effective December 18, 1992, as amended effective May 5, 2004
4.1	Specimen Form of Common Stock Certificate
4.2	Enbridge Inc. Incentive Stock Option Plan (1999) and amendments thereto through the date hereof
5.1	Opinion of McCarthy Tétrault LLP as to the validity of the Ordinary Shares
23.1	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (included on the signature page of this Registration Statement)

Item 9. Undertakings

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;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in aggregate, represent a fundamental change in the information set forth in this Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) of this Item 9 do not apply if the information required to be included in the post-effective amendment by those paragraphs is contained in period reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

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

(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.

Table of Contents

(4) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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.

(5) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In any event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act and will be governed by the final adjudication of such issue.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, Canada, on August 5, 2005.

ENBRIDGE INC.

By: /s/ Patrick D. Daniel

Name: Patrick D. Daniel

Title: President & Chief Executive Officer

II-6

Table of Contents**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Patrick D. Daniel, Stephen J. Wuori, Darby J. Wade and Alison T. Love, and each of them, any of whom may act without the joinder of the other, as their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the indicated capacities on August 5, 2005.

Signature	Title	Date
<div>/s/ Patrick D. Daniel</div> <hr/> <div>Patrick D. Daniel</div>	President, Chief Executive Officer, and Director (Principal Executive Officer)	August 5, 2005
<div>/s/ Stephen J. Wuori</div> <hr/> <div>Stephen J. Wuori</div>	Group Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2005
<div>/s/ David A. Arledge</div> <hr/> <div>David A. Arledge</div>	Chair	August 5, 2005
<div>/s/ James J. Blanchard</div> <hr/> <div>James J. Blanchard</div>	Director	August 5, 2005
<div>/s/ J. Lorne Braithwaite</div> <hr/> <div>J. Lorne Braithwaite</div>	Director	August 5, 2005
<div>/s/ E. Susan Evans</div>	Director	August 5, 2005

E. Susan Evans

/s/ William R. Fatt

Director

August 5, 2005

William R. Fatt

II-7

Table of Contents

Signature	Title	Date
<u>/s/ Louis D. Hyndman</u> Louis D. Hyndman	Director	August 5, 2005
<u>/s/ David A. Leslie</u> David A. Leslie	Director	August 5, 2005
<u>/s/ Robert W. Martin</u> Robert W. Martin	Director	August 5, 2005
<u>/s/ George K. Petty</u> George K. Petty	Director	August 5, 2005
<u>/s/ Charles E. Shultz</u> Charles E. Shultz	Director	August 5, 2005
<u>/s/ Donald J. Taylor</u> Donald J. Taylor	Director	August 5, 2005

II-8

Table of Contents

Signature	Title	Date
<div>/s/ E. Chris Kaitson</div> <div><hr/></div> <div>E. Chris Kaitson</div>	Authorized Representative in the United States	August 5, 2005
II-9		
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Table of Contents**INDEX TO EXHIBITS**

Exhibit No.	Description	Method of Filing
2.1	(a) Articles of Continuance of the Corporation, dated December 15, 1987	Incorporated by reference to Exhibit 2.1(a) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
	(b) Certificate of Amendment, dated August 2, 1989, to the Articles of the Corporation	Incorporated by reference to Exhibit 2.1(b) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
	(c) Articles of Amendment of the Corporation, dated April 30, 1992	Incorporated by reference to Exhibit 2.1(c) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
	(d) Articles of Amendment of the Corporation dated July 2, 1992	Incorporated by reference to Exhibit 2.1(d) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
	(e) Articles of Amendment of the Corporation, dated August 6, 1992	Incorporated by reference to Exhibit 2.1(e) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
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	(g) Certificate of Amendment of the Corporation (notarial certified copy), dated December 18, 1992	Incorporated by reference to Exhibit 2.1(g) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
	(h) Articles of Amendment of the Corporation, dated May 5, 1994	Incorporated by reference to Exhibit 2.1(h) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
	(i) Certificate of Amendment, dated October 7, 1998	Incorporated by reference to Exhibit 2.1(i) to Enbridge's Registration Statement on Form S-8 (File No. 333-13456) filed May 7, 2001.
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	(l) Certificate of Amendment, dated May 5, 2005	Filed herewith

Table of Contents

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5.1	Opinion of McCarthy Tétrault LLP as to the validity of the Ordinary Shares	Filed herewith
23.1	Consent of PricewaterhouseCoopers LLP	Filed herewith
24.1	Power of Attorney (included on the signature page of this Registration Statement)	Filed herewith

-2-