PROTECTIVE LIFE CORP Form S-8 POS March 14, 2002

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As filed with the Securities and Exchange Commission on March 14, 2002.

Registration No. 333-32420

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

PROTECTIVE LIFE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

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

2801 Highway 280 South Birmingham, Alabama 35223

1997 Long-Term Incentive Plan 1996 Stock Incentive Plan

(Full title of the Plan)

Deborah J. Long, Esq. Vice President, General Counsel and Secretary 2801 Highway 280 South Birmingham, Alabama 35223 (205) 868-3885

(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|---|----------------------------|--|---|----------------------------|
| Common Stock, par value \$.50 per share | 4,000,000 | \$21.75(2) | \$87,000,000 | \$22,968 |

| (1) | | | nts to be issued under the terms of the 1997 Long-Term e recapitalization provisions of the Plan are hereby also |
|------------|--|--|--|
| (2) | | | he registration fee, based upon an assumed price of \$21.75 non Stock as reported on the New York Stock Exchange ta |
| under th | | ed by Protective Life Corporatio | olely to provide that the securities previously registered on (the "Company") under the Company's 1996 Stock |
| | | | |
| | INFORMATIO | PART II ON REQUIRED IN THE REGIST | TRATION STATEMENT |
| Item 8. 1 | Exhibits | | |
| Exhibi | ts | Description of | Exhibit |
| | 99.1 The Company's 1996 Stock Ince May 14, 1997. | ntive Plan filed as Exhibit 10(c) to | the Company's Quarterly Report on Form 10-Q filed |
| | | avan i minda | |
| that it me | eets all of the requirements for filing on F | Form S-8 and has duly caused this p | registrant certifies that it has reasonable grounds to believe post-effective amendment to the registration statement to b mingham, State of Alabama on the 13th day of March, 200 |
| | | PROTECTIVE LIFE CORP | PORATION |
| | | By: /s/ JOHN | N D. JOHNS |
| | suant to the requirements of the Securities wing persons in the capacities on the date | President and C s Act of 1933, this post-effective at | nn D. Johns Chief Executive Officer mendment to the registration statement has been signed by |
| | Name | Title | Date |

| Name Title | | Date | | |
|--------------------------|------------------------------------|----------------|--|--|
| | | | | |
| /s/ JOHN D. JOHNS | President and Chief Executive | Morah 12, 2002 | | |
| John D. Johns | Officer; Director | March 13, 2002 | | |
| /s/ ALLEN W. RITCHIE | Executive Vice President and Chief | March 13, 2002 | | |
| Allen W. Ritchie | Financial Officer | March 13, 2002 | | |
| * | Vice President and Controller | | | |
| Jerry W. DeFoor | Vice President and Controller | | | |
| * | Chairman of the Board | | | |
| Drayton Nabers, Jr. | Chairman of the Board | | | |
| * | Director | | | |
| William J. Cabaniss, Jr. | —— Director | | | |
| * | Director | | | |
| John J. McMahon, Jr. | Director | | | |
| * | Dimeter | | | |
| A. W. Dahlberg | Director | | | |
| | 2 | | | |
| | 3 | | | |
| * | | | | |
| James S. M. French | Director | | | |
| * | | | | |
| Robert A. Yellowlees | Director | | | |
| * | | | | |
| Donald M. James | Director | | | |
| * | | | | |
| J. Gary Cooper | Director | | | |
| * | | | | |
| H. Corbin Day | Director | | | |

| | W. Michael Warren, Jr. | Director | |
|------|--------------------------------|----------------|--|
| *By: | Susan Molinari /s/ NANCY KANE | Director | |
| | Nancy Kane Attorney-in-Fact | March 13, 2002 | |

QuickLinks

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits
SIGNATURES