

MONRO MUFFLER BRAKE INC

Form S-8

April 06, 2006

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

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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

**MONRO MUFFLER BRAKE, INC.**  
(Exact name of registrant as specified in its charter)

New York

16-0838627

(State or other jurisdiction of  
incorporation or organization)

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

200 Holleder Parkway, Rochester, New York

14615

(Address of Principal Executive Offices)

(Zip Code)

MONRO MUFFLER BRAKE, INC. 1998 STOCK OPTION PLAN

(Full Title of the Plan)

Robert G. Gross

President and Chief Executive Officer

MONRO MUFFLER BRAKE, INC.

200 Holleder Parkway

Rochester, New York 14615

(585) 647-6400

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

Copy to:

Marc Weingarten, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	660,000 shares	\$37.13	\$24,505,800	\$ 2,623

- (1) This amount is in addition to the 1,125,000 shares (750,000 shares as adjusted for the registrant's three-for-two stock split effective on October 31, 2003 (the Stock Split)) originally registered on March 22, 2001 (Registration Number 333-57432), for a total of 1,785,000 shares registered. 300,000 shares of this amount (200,000 shares as adjusted for the Stock Split) were approved by the registrant's Board of Directors and shareholders on May 20, 2003 and August 19, 2003, respectively. The remaining 360,000 shares were approved by the registrant's Board of Directors and shareholders on June 8, 2005 and August 9, 2005, respectively. In addition, pursuant to

Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement on Form S-8 also covers an indeterminate number of shares as may be required to cover possible further adjustments under the Monro Muffler Brake, Inc. 1998 Stock Option Plan, as amended (the Plan ).

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act, based on the average of the high and low prices quoted for the Common Stock (the Common Stock ) in NASDAQ trading on April 3, 2006.

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**EX-4.2 STOCK OPTION PLAN AMENDMENT NO. 2**

**EX-5 OPINION OF SCHULTE ROTH & ZABEL LLP**

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PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 filed by Monro Muffler Brake, Inc. (the Company ) with the Securities and Exchange Commission on March 22, 2001 (Registration Number 333-57432) with respect to 1,125,000 shares of Common Stock of the Company (750,000 as adjusted for the Stock Split) are incorporated herein by reference.

Additional Information

This Registration Statement includes an additional 660,000 shares of Common Stock of the Company available to be issued under the Plan.

Item 8. Exhibits.

The following is a complete list of exhibits filed as a part of this Registration Statement:

Exhibit No.	Document
4.1	Monro Muffler Brake, Inc. 1998 Stock Option Plan Amendment No. 1
4.2	Monro Muffler Brake, Inc. 1998 Stock Option Plan Amendment No. 2
5	Opinion of Schulte Roth & Zabel LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Schulte Roth & Zabel LLP (included in Exhibit 5)
24	Powers of Attorney (see pages II-1 and II-2 of this Registration Statement)

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**POWER OF ATTORNEY**

The Registrant and each person whose signature appears below hereby appoint Robert G. Gross and Catherine D Amico, and each of them, as their attorneys-in-fact, with full power of substitution, to execute in their names and on behalf of the Company and each such person, individually and in each capacity stated below, one or more amendments (including post-effective amendments) to this Registration Statement as the attorney-in-fact acting on the premise shall from time to time deem appropriate and to file any such amendment to this Registration Statement with the Securities and Exchange Commission.

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on this 23<sup>rd</sup> day of March, 2006.

MONRO MUFFLER BRAKE, INC.

By: /s/ Robert G. Gross

Robert G. Gross  
President and Chief Executive Officer  
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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name and Signature	Title	Date
/s/ Robert G. Gross Robert G. Gross	Director, President and Chief Executive Officer (Principal Executive Officer)	March 23, 2006
/s/ Catherine D Amico Catherine D Amico	Executive Vice-President-Finance Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 23, 2006
/s/ Richard A. Berenson Richard A. Berenson	Director	March 23, 2006
/s/ Frederick M. Danziger Frederick M. Danziger	Director	March 23, 2006
/s/ Donald Glickman Donald Glickman	Director	March 23, 2006
/s/ Robert E. Mellor Robert E. Mellor	Director	March 23, 2006
/s/ Peter J. Solomon Peter J. Solomon	Director	March 23, 2006
/s/ Lionel B. Spiro Lionel B. Spiro	Director	March 23, 2006
/s/ Francis R. Strawbridge Francis R. Strawbridge	Director	March 23, 2006



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