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NISOURCE INC/DE
Form S-8
August 07, 2003

As filed with the Securities and Exchange Commission on August 7, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

NISOURCE INC.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 35-2108964 (I.R.S. Employer Identification No.) |
|---|---|

801 East 86th Avenue
Merrillville, Indiana 46410
(Address, including zip code, of principal executive offices)

NISOURCE INC. RETIREMENT SAVINGS PLAN
(Full title of the Plan)

David J. Vajda
NiSource Inc.
801 East 86th Avenue
Merrillville, Indiana 46410
(219) 647-5520
(Name, address and telephone number,
including area code, of agent for service)

COPY TO:

Robert J. Minkus
Schiff Hardin & Waite
6600 Sears Tower
Chicago, Illinois 60606-6473
(312) 258-5500

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CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PR MA AGG OF P |
|---|-------------------------------|---|----------------------------|
| Common Stock, par value \$.01 per share | 1,492,416 (1) (2) | (3) | |
| Interests in the Plan | (4) | (4) | |

-
- (1) The 1,492,416 shares being registered under the NiSource Inc. Retirement Savings Plan were previously registered on Post-Effective Amendment No. 11 on Form S-8 to Registration Statement on Form S-4 (File Nos. 333-33896 and 333-33896-01). Those shares consist of the following number of registered shares, which remain available for issuance: 893,370 shares under the NiSource Inc. Tax Deferred Savings Plan, 570,046 shares under the Bay State Gas Company Employee Savings Plan and 29,000 shares under the Kokomo Gas & Fuel Co. Bargaining Unit Tax Deferred Savings Plan. These plans were merged into the Columbia Savings Plan (7,285,958 registered shares remaining) effective January 1, 2002, at which time the Columbia Savings Plan was renamed the NiSource Inc. Retirement Savings Plan.
 - (2) Together with an indeterminate number of additional securities in order to adjust the number of securities reserved for issuance pursuant to the NiSource Inc. Retirement Savings Plan as the result of a stock split, stock dividend or similar transaction affecting the Common Stock, pursuant to Rule 416(a) and (b) under the Securities Act of 1933.
 - (3) The 1,492,416 shares being registered under the NiSource Inc. Retirement Savings Plan were previously registered on Post-Effective Amendment No. 11 on Form S-8 to Registration Statement on Form S-4 (File Nos. 333-33896 and 333-33896-01), and a registration fee with respect to those shares was previously paid in connection with the filing of that Form S-4. Accordingly, no registration fee is required to be paid with respect to this Registration Statement.
 - (4) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also registers an indeterminate amount of interests to be offered or sold pursuant to the NiSource Inc. Retirement Savings Plan for which no separate fee is required.

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EXPLANATORY NOTE

The NiSource Inc. Tax Deferred Savings Plan, the Bay State Gas Company Employee Savings Plan and the Kokomo Gas & Fuel Co. Bargaining Unit Tax Deferred Savings Plan were merged into the Columbia Savings Plan effective January 1, 2002, at which time the Columbia Savings Plan was renamed the NiSource Inc. Retirement Savings Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

All information required in this Registration Statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Registration Statement (Registration Nos. 333-33896 and 333-33896-01), the contents of which are incorporated herein by reference pursuant to General Instruction E to Form S-8.

ITEM 8. EXHIBITS.

See Index to Exhibits.

The Registrant will submit the Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the plan.

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 the Town of Merrillville, State of Indiana, on July 31, 2003.

NISOURCE INC.

By: /s/ Gary L. Neale

Gary L. Neale
Chairman, President and
Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Stephen P. Adik, Michael W. O'Donnell, Jeffrey W. Grossman or David J. Vajda or any one of them his or her true lawful attorney-in-fact and agent with full power of substitution and re-substitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority, to do and perform each and every act and thing requisite or necessary to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his 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 capacities and on the dates indicated.

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| SIGNATURE ----- | TITLE ----- |
|---|--|
| /s/ Gary L. Neale ----- Gary L. Neale | Chairman, President and Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Stephen P. Adik ----- Stephen P. Adik | Vice Chairman and Director |
| /s/ Michael W. O'Donnell ----- Michael W. O'Donnell | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Jeffrey W. Grossman ----- Jeffrey W. Grossman | Vice President and Controller (Principal Accounting Officer) |
| /s/ Steven C. Beering ----- Steven C. Beering | Director |
| /s/ Arthur J. Decio ----- Arthur J. Decio | Director |
| /s/ Dennis E. Foster ----- Dennis E. Foster | Director |
| /s/ Ian M. Rolland ----- Ian M. Rolland | Director |
| /s/ John W. Thompson ----- John W. Thompson | Director |

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/s/ Robert J. Welsh Director

Robert J. Welsh

/s/ Carolyn Y. Woo Director

Carolyn Y. Woo

/s/ Roger A. Young Director

Roger A. Young

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Merrillville, State of Indiana, on the dates indicated.

NISOURCE INC. RETIREMENT SAVINGS PLAN

By: NiSource Inc. and Affiliates
Retirement Plan Administrative
and Investment Committee

By: /s/ Stephen P. Adik July 31, 2003

Stephen P. Adik
Member, Plan Committee

By: /s/ Samuel W. Miller, Jr. July 31, 2003

Samuel W. Miller, Jr.
Member, Plan Committee

By: /s/ Michael W. O'Donnell July 31, 2003

Michael W. O'Donnell
Member, Plan Committee

By: /s/ David J. Vajda July 31, 2003

David J. Vajda
Member, Plan Committee

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By: /s/ S. LaNette Zimmerman July 31, 2003

S. LaNette Zimmerman
Member, Plan Committee

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EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|--|
| ----- | ----- |
| 23 | Consent of Deloitte & Touche LLP. |
| 24 | Powers of Attorney of directors and certain officers of the Registrant are included on the signature page. |

