

GLATFELTER P H CO  
Form S-3MEF  
September 22, 2004

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As filed with the Securities and Exchange Commission on September 22, 2004

Registration Statement No. 333- \_\_\_\_\_

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

**FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**P. H. Glatfelter Company**

*(Exact name of registrant as specified in its charter)*

**Pennsylvania**

*(State or other jurisdiction of  
incorporation or organization)*

**23-0628360**

*(IRS Employer Identification No.)*

**96 South George Street, Suite 500  
York, Pennsylvania 17401**

*(Address of principal executive offices)*

**(717) 225-4711**

*(Registrant's telephone number, including area code)*

**Markus R. Mueller  
General Counsel, Secretary and  
Director of Policy & Compliance  
P. H. Glatfelter Company  
96 S. George Street, Suite 500  
York, Pennsylvania 17401  
(717) 225-4711**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*Copies to:*

**Morris Cheston, Jr., Esquire  
Ballard Spahr Andrews &  
Ingersoll, LLP  
1735 Market Street, 51st Floor  
Philadelphia, Pennsylvania  
19103-7599  
(215) 665-8500**

**Kris F. Heinzelman, Esquire  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019-7475  
(212) 474-1000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-117233

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of Securities to be registered</b> | <b>Amount to be registered(1)</b> | <b>Proposed maximum offering price per unit(2)</b> | <b>Proposed maximum aggregate offering price(2)</b> | <b>Amount of registration fee</b> |
|---|-----------------------------------|--|---|-----------------------------------|
| Common Stock, par value \$.01 per share                   | 1,725,000 shares                  | \$ 11.00   | \$18,975,000  | \$2,404.13                        |

(1) Includes 225,000 shares which the underwriters have the option to purchase from the selling shareholders to cover over-allotments, if any.

(2) Calculated pursuant to Rule 457 under the Securities Act of 1933, as amended.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.**

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OPINION OF BALLARD SPAHR ANDREWS & INGERSOLL, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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**Explanatory Note**

This registration statement on Form S-3 is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both promulgated under the Securities Act of 1933, as amended, to register an additional 1,725,000 shares of common stock of P. H. Glatfelter Company. The contents of the registration statement on Form S-3 (Registration No. 333-117233), including the exhibits thereto, which registration statement was previously filed with the Securities and Exchange Commission and declared effective on September 21, 2004, are incorporated by reference into this registration statement.

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of York, Commonwealth of Pennsylvania, on September 22, 2004.

P. H. GLATFELTER COMPANY  
(Registrant)

By /s/ John P. Jacunski

\_\_\_\_\_  
John P. Jacunski  
Vice President and Corporate Controller

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Date</b>        | <b>Signature</b>   | <b>Capacity</b>                             |
|--------------------|--|---|
| September 22, 2004 | *<br>_____<br>George H. Glatfelter II<br>Chairman and Chief Executive Officer                | Principal Executive Officer and<br>Director |
| September 22, 2004 | *<br>_____<br>John C. van Roden, Jr.<br>Senior Vice President and Chief Financial<br>Officer | Principal Financial Officer                 |
| September 22, 2004 | /s/ John P. Jacunski<br>_____<br>John P. Jacunski<br>Vice President and Corporate Controller | Controller                                  |
| September 22, 2004 | *<br>_____<br>Kathleen A. Dahlberg   | Director                                    |
| September 22, 2004 | *<br>_____<br>Nicholas DeBenedictis  | Director                                    |

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|                    |                  |          |
|--------------------|------------------|----------|
| September 22, 2004 | *                | Director |
| <hr/>              |                  |          |
|                    | J. Robert Hall   |          |
| September 22, 2004 | *                | Director |
| <hr/>              |                  |          |
|                    | Richard C. III   |          |
| September 22, 2004 | *                | Director |
| <hr/>              |                  |          |
|                    | M. A. Johnson II |          |
| September 22, 2004 | *                | Director |
| <hr/>              |                  |          |
|                    | Ronald J. Naples |          |
| September 22, 2004 | *                | Director |
| <hr/>              |                  |          |
|                    | Richard L. Smoot |          |
| September 22, 2004 | *                | Director |
| <hr/>              |                  |          |
|                    | Lee C. Stewart   |          |

\*By: /s/ John P. Jacunski

John P. Jacunski  
*Attorney-in-Fact*

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**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description of Documents</b>  |
|-----------------------|--|
| 5                     | Opinion of Ballard Spahr Andrews & Ingersoll, LLP  |
| 23 (a)                | Consent of Ballard Spahr Andrews & Ingersoll, LLP (included in Exhibit 5)  |
| 23 (b)                | Consent of Independent Registered Public Accounting Firm   |
| 24                    | Power of Attorney (filed as Exhibit 24 to the Registration Statement on Form S-3 of P. H. Glatfelter Company (File No. 333-117233) and incorporated herein by reference) |