

LANDSTAR SYSTEM INC

Form S-8

July 29, 2011

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As filed with the Securities and Exchange Commission on July 29, 2011

Registration No. 333-_____

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

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

LANDSTAR SYSTEM, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1313069
(I.R.S. Employer
Identification No.)

**13410 Sutton Park Drive South
Jacksonville, Florida 32224**
(Address of Principal Executive Offices
including Zip Code)

**Landstar System, Inc.
2011 Equity Incentive Plan**
(Full title of the Plan)

James B. Gattoni
Vice President and Chief Financial Officer
**13410 Sutton Park Drive South
Jacksonville, Florida 32224
(904) 398-9400**

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

Large accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)

Accelerated filer o
Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	6,000,000(1)	\$ 47.41(2)	\$ 284,460,000(2)	\$ 33,026(1)

(1) Consists of shares of Common Stock, par value \$.01 per share (the Common Stock), to be issued pursuant to the Landstar System, Inc. 2011 Equity Incentive Plan (the Plan). This registration statement also includes 2,239,117

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shares that had previously been registered on Form S-8 (File No. 333-105619) in connection with the Landstar System, Inc. 2002 Amended and Restated Employee Stock Option and Stock Incentive Plan, with respect to which a fee of \$2,636.11 has been previously paid. Pursuant to Rule 416(a), the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends and similar transactions.

- (2) Computed pursuant to Rules 457(c) and (h) promulgated under the Securities Act of 1933, as amended (the Securities Act), solely for the purpose of determining the registration fee based upon an assumed price of \$47.41 per share, which was the average of the high and low prices of Common Stock on July 22, 2011, as quoted on the National Association of Securities Dealers Automated Quotation (NASDAQ) Global Select Market System.
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