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HEXCEL CORP /DE/
Form S-8
March 31, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 31, 2003

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

HEXCEL CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

94-1109521
(I.R.S. Employer
Identification No.)

TWO STAMFORD PLAZA
281 TRESSER BOULEVARD
STAMFORD, CONNECTICUT 06901
(Address of Principal Executive Offices) (Zip Code)

HEXCEL CORPORATION MANAGEMENT STOCK PURCHASE PLAN
(Full Title of the Plan)

IRA J. KRAKOWER, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
HEXCEL CORPORATION
TWO STAMFORD PLAZA
281 TRESSER BOULEVARD
STAMFORD, CONNECTICUT 06901
(203) 969-0666
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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) | R |
|--------------------------------------------|-------------------------------|----------------------------------------------------|----------------------------------------------------|---|
| ----- | | | | |

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| | | | |
|------------------------------------------|---------|---------|------------|
| Common Stock, par value \$0.01 per share | 200,000 | \$ 3.00 | \$ 600,000 |
|------------------------------------------|---------|---------|------------|

- (1) This registration statement (this "Registration Statement") covers additional shares of Common Stock of Hexcel Corporation (the "Registrant") which may be offered or sold from time to time pursuant to the Hexcel Corporation Management Stock Purchase Plan (as amended, the "Plan"). By virtue of an amendment to the Plan, the number of shares issuable thereunder was increased by 200,000 shares. Pursuant to Rule 416, this Registration Statement also covers such indeterminable number of additional shares of the Registrant's Common Stock as may be issuable pursuant to the antidilution provisions of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee. The aggregate offering price has been computed pursuant to Rules 457(c) and 457(h) promulgated under the Securities Act of 1933, as amended on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on the New York Stock Exchange Composite Tape on March 26, 2003, within five business days prior to filing.

The Registrant has previously registered an aggregate of 497,020 shares of its Common Stock, \$0.01 par value, issuable under the Hexcel Corporation Management Stock Purchase Plan (as amended, the "Plan"). This Registration Statement is being filed pursuant to General Instruction E to Form S-8 to register an additional 200,000 shares issuable under the Plan. The Registrant hereby incorporates by reference Registrant's previous Form S-8 Registration Statements (File Nos. 333-36099, 333-83747 and 333-46476) relating to the Plan, as filed with the Securities and Exchange Commission (the "Commission") on September 22, 1997, July 26, 1999 and September 22, 2000.

ITEM 8. EXHIBITS.

- 4.1 Restated Certificate of Incorporation of the Registrant dated June 3, 1996 (incorporated herein by reference to Exhibit 1 to the Registrant's Registration Statement on Form 8-A dated July 9, 1996, Registration No. 1-08472).
- 4.2 Certificate of Amendment of the Restated Certificate of Incorporation of the Registrant dated March 19, 2003 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002, filed on March 31, 2003).
- 4.3 Amended and Restated By-laws of the Registrant dated March 19, 2003 (incorporated herein by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002, filed on March 31, 2003).
- 4.4 Hexcel Corporation Management Stock Purchase Plan, as amended and restated on March 19, 2003 (incorporated herein by reference to Exhibit 10.6(e) to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002, filed on March 31, 2003).
- 5.1 Opinion of Ira J. Krakower, General Counsel of Hexcel Corporation, regarding legality of Common Stock covered by this Registration Statement.
- 23.1 Consent of PricewaterhouseCoopers LLP.

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- 23.2 Consent of Deloitte Touche Tohmatsu.
- 23.3 Consent of Ira J. Krakower (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature page of this Registration Statement).
- 99.1 Registration Statement on Form S-8, Registration No. 333-36099, relating to the Hexcel Corporation Management Stock Purchase Plan (incorporated herein by reference to Registrant's Form S-8 Registration Statement, File No. 333-36099, dated July 26, 1999).
- 99.2 Registration Statement on Form S-8, Registration No. 333-83747, relating to the Hexcel Corporation Management Stock Purchase Plan (incorporated herein by reference to Registrant's Form S-8 Registration Statement, File No. 333-83747, dated July 26, 1999).
- 99.3 Registration Statement on Form S-8, Registration No. 333-46476, relating to the Hexcel Corporation Management Stock Purchase Plan (incorporated herein by reference to Registrant's Form S-8 Registration Statement, File No. 333-46476, dated July 26, 1999).
- 99.4 Strategic Alliance Agreement dated as of September 29, 1995 among Hexcel Corporation, Ciba-Geigy Limited and Ciba-Geigy Corporation (incorporated herein by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K dated as of October 13, 1995).

SIGNATURES

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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 31st day of March, 2003.

HEXCEL CORPORATION
(Registrant)

By: /s/ Ira J. Krakower

Ira J. Krakower
Senior Vice President

KNOWN TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ira J. Krakower, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration

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Statement has been signed below by the following persons in all capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---------------------------------------------------------------|------------------------------------------------------|--------------|
| /s/ David E. Berges ----- David E. Berges | Chief Executive Officer; President; Director | March 31, |
| /s/ Stephen C. Forsyth ----- Stephen C. Forsyth | Executive Vice President; Chief Financial Officer | March 31, |
| /s/ William J. Fazio ----- William J. Fazio | Controller; Principal Accounting Officer | March 31, |
| /s/ Joel S. Beckman ----- Joel S. Beckman | Director | March 31, |
| /s/ H. Arthur Bellows, Jr. ----- H. Arthur Bellows, Jr. | Director | March 31, |
| /s/ James J. Gaffney ----- James J. Gaffney | Director | March 31, |
| /s/ Sanjeev K. Mehra ----- Sanjeev K. Mehra | Director | March 31, |
| /s/ Lewis Rubin ----- Lewis Rubin | Director | March 31, |
| /s/ Robert J. Small ----- Robert J. Small | Director | March 31, |
| /s/ Martin Solomon ----- Martin Solomon | Director | March 31, |

EXHIBIT INDEX

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