

# MCGRAW-HILL COMPANIES INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 6/25/1997

Address	1221 AVENUE OF THE AMERICAS NEW YORK, New York 10020
Telephone	212-512-2000
CIK	0000064040
Industry	Printing & Publishing
Sector	Services
Fiscal Year	12/31

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**THE MCGRAW-HILL COMPANIES, INC.**

(Exact name of issuer as specified in its charter)

NEW YORK  
 (State or other jurisdiction of  
 incorporation or organization)

13-1026995  
 (I.R.S. Employer  
 Identification No.)

1221 AVENUE OF AMERICAS  
 NEW YORK, N.Y.  
 (Address of Principal  
 Executive Offices)

10020  
 (Zip Code)

**1993 KEY EMPLOYEE STOCK INCENTIVE PLAN**  
 (Full Title of Plan)

**KENNETH M. VITTOR, ESQ.**  
 The McGraw-Hill Companies, Inc.  
 1221 Avenue of the Americas  
 New York, New York 10020  
 (Name and address of agent for service)

Telephone number, including area code, of agent for  
 service:  
 (212) 512-2564

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common Stock of The McGraw-Hill Companies, Inc.	4,895,500	\$58.75	\$287,610,625	\$ 87,154.73

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) as follows: on the basis of the average of the high and low prices of the Common Stock on the New York Stock Exchange Composite Transactions on June 18, 1997, namely \$58.75.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Statement Pursuant to General Instruction E of Form S-8**

Pursuant to General Instruction E of Form S-8, the registrant hereby incorporates by reference the contents of Registration No. 33-49743 and Post-Effective Amendment No. 1 to Registration Statement No. 33-49743 into this Registration Statement.

## 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 New York, State of New York, on this 25th day of June, 1997.

### THE MCGRAW-HILL COMPANIES, INC.

By: /s/ Joseph L. Dionne

-----  
Joseph L. Dionne  
(Chairman and Chief Executive Officer)

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.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Joseph L. Dionne ----- Joseph L. Dionne	Principal Executive Officer and Director	June 25, 1997
*Robert J. Bahash	Principal Financial Officer	June 25, 1997
*Thomas J. Kilkenny	Controller	June 25, 1997
*Pedro Aspe	Director	June 25, 1997
*Vartan Gregorian	Director	June 25, 1997
*John T. Hartley	Director	June 25, 1997

SIGNATURE -----	TITLE -----	DATE -----
*George B. Harvey	Director	June 25, 1997
*Richard H. Jenrette	Director	June 25, 1997
*Linda Koch Lorimer	Director	June 25, 1997
*Harold W. McGraw, III	Director	June 25, 1997
*Robert P. McGraw	Director	June 25, 1997
*Lois Dickson Rice	Director	June 25, 1997
*Paul J. Rizzo	Director	June 25, 1997
*James H. Ross	Director	June 25, 1997
*Sidney Taurel	Director	June 25, 1997
*Alva O. Way	Director	June 25, 1997

\*By: /s/Kenneth M. Vittor  
-----  
Kenneth M. Vittor  
(Attorney-in-Fact)

## INDEX TO EXHIBITS

### Exhibit Number

- (5) Opinion of Kenneth M. Vittor, counsel to the Corporation (including consent).
- (23) Consent of Ernst & Young LLP, independent auditors.
- (23) Consent of Kenneth M. Vittor, counsel to the Corporation (included in Exhibit 5).
- (24) Power of Attorney.

(EXHIBIT 5)

June 25, 1997

The McGraw-Hill Companies, Inc.  
1221 Avenue of the Americas  
New York, New York 10020

Ladies and Gentlemen:

I have acted as counsel to The McGraw-Hill Companies, Inc. (the "Corporation") in connection with the 1993 Key Employee Stock Incentive Plan (the "Plan"), as more fully described in the Registration Statement on Form S-8 being filed by the Corporation with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended.

In my opinion, the shares of Common Stock, par value \$1.00, of the Corporation covered by the Plan have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the above described Registration Statement and to the reference to this opinion in said Registration Statement, and any amendments thereto.

Very truly yours,

*/s/ Kenneth M. Vittor*

-----  
*Kenneth M. Vittor*

KMV/siv

**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference in this Registration Statement on Form S-8 and related Prospectus pertaining to the 1993 Key Employee Stock Incentive Plan of The McGraw-Hill Companies, Inc. of our reports dated January 28, 1997 with respect to the consolidated financial statements of The McGraw-Hill Companies, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1996 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

*/s/ ERNST & YOUNG LLP*

*Ernst & Young LLP  
New York, New York  
June 25, 1997*

**THE MCGRAW-HILL COMPANIES, INC.  
REGISTRATION STATEMENT  
ON FORM S-8**

**POWER OF ATTORNEY**

The undersigned hereby appoint Robert J. Bahash and Kenneth M. Vittor, or either of them, their true and lawful attorneys-in-fact with authority to execute in the name of each such person and in each capacity stated below, and to file with the Securities and Exchange Commission, the Corporation's Registration Statement on Form S-8 in the form which the Corporation deems appropriate for the purpose of registering, pursuant to the Securities Act of 1933, as amended, 4,895,500 additional shares of Common Stock, par value \$1.00 per share, of the Corporation issuable in connection with the 1993 Key Employee Stock Incentive Plan and to execute and file in the name of each such person and in each capacity stated below, from time to time, all amendments, including post-effective amendments, and all supplements to such Registration Statement, which the Corporation deems appropriate.

This Power of Attorney may be executed in counterparts, all of which, taken together shall constitute one and the same instrument.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Joseph L. Dionne ----- Joseph L. Dionne	Principal Executive Officer and Director	June 25, 1997
/s/ Robert J. Bahash ----- Robert J. Bahash	Principal Financial Officer	June 25, 1997
/s/ Thomas J. Kilkenny ----- Thomas J. Kilkenny	Controller	June 25, 1997
/s/ Pedro Aspe ----- Pedro Aspe	Director	June 25, 1997
/s/ Vartan Gregorian ----- Vartan Gregorian	Director	June 25, 1997
/s/ John T. Hartley ----- John T. Hartley	Director	June 25, 1997
/s/ George B. Harvey ----- George B. Harvey	Director	June 25, 1997
/s/ Richard H. Jenrette ----- Richard H. Jenrette	Director	June 25, 1997
/s/ Linda Koch Lorimer ----- Linda Koch Lorimer	Director	June 25, 1997

SIGNATURE -----	TITLE -----	DATE -----
/s/ Harold W. McGraw, III ----- Harold W. McGraw, III	Director	June 25, 1997
/s/ Robert P. McGraw ----- Robert P. McGraw	Director	June 25, 1997
/s/ Lois Dickson Rice ----- Lois Dickson Rice	Director	June 25, 1997
/s/ Paul J. Rizzo ----- Paul J. Rizzo	Director	June 25, 1997
/s/ James H. Ross ----- James H. Ross	Director	June 25, 1997
/s/ Sidney Taurel ----- Sidney Taurel	Director	June 25, 1997
/s/ Alva O. Way ----- Alva O. Way	Director	June 25, 1997