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BOSTON BEER CO INC

Form S-8

March 28, 2002

As filed with the Securities and Exchange Commission on March 28, 2002.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

THE BOSTON BEER COMPANY, INC.

(Exact name of issuer as specified in its charter)

Massachusetts

04-3284048

(State of Incorporation)

(IRS Employer Identification Number)

75 Arlington Street, Boston, MA 02116

(Address of Principal Executive Offices)

(617) 368-5000

(Registrant's telephone number, including area code)

THE BOSTON BEER COMPANY, INC.

1996 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS

(Full title of the Plan)

Frederick H. Grein, Jr., Esquire

Hutchins, Wheeler & Dittmar

A Professional Corporation

101 Federal Street

Boston, Massachusetts 02110

(617) 951-6600

(Name, address and telephone number 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	Proposed Maximum Aggregate Offering Price
Class A Common Stock \$.01 par value, per share	100,000	\$14.675	\$1,467,000

(1) Also registered hereunder are such additional number of shares of Common Stock, presently indeterminable, as may be necessary to satisfy the antidilution provisions of the Plan to which this Registration Statement relates.

(2) Computed in accordance with Rule 457(h) under the Securities Act solely for

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the purpose of calculating the registration fee. The registration fee has been calculated with respect to the shares registered on the basis of the average of the high and low price as reported on the New York Stock Exchange ("NYSE"), calculated at \$14.675 on March 21, 2002.

NOTE

This Registration Statement is being filed solely for the purpose of registering 100,000 additional shares of Class A Common Stock of The Boston Beer Company, Inc. issuable pursuant to The Boston Beer Company, Inc. 1996 Stock Option Plan For Non-Employee Directors (the "Plan") originally adopted in 1996. The total number of shares issuable under the Plan is 200,000 as of December 14, 2001, of which 100,000 shares were previously registered on Form S-8 (Reg. No. 333-12221). Pursuant to Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-12221) are herein incorporated by reference.

ITEM 8. EXHIBITS

Number	Description
4.1	Second Amendment to the 1996 Stock Option Plan For Non-Employee Directors.
5.1	Opinion of Hutchins, Wheeler & Dittmar, A Professional Corporation.
23.1	Consent of Hutchins, Wheeler & Dittmar, a Professional Corporation (including i
23.2	Consent of Arthur Andersen, LLP.
24.1	Powers of Attorney (See Page II-2).

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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 Boston, Massachusetts on March 27, 2002.

THE BOSTON BEER COMPANY, INC.

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By /s/Martin F. Roper
Martin F. Roper, President and
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Martin Roper and C. James Koch and each of them acting without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or in his name, place and stead, in any and all capacities to sign any and all amendments or 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 agents, 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes, 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.

Signature	Title
/s/Martin F. Roper Martin F. Roper	President, Chief Executive Officer and Director (principal executive officer)
/s/Richard P. Lindsay Richard P. Lindsay	Chief Financial Officer (principal financial and accounting officer)
/s/Richard P. Lindsay C. James Koch	Chairman of the Board of Directors
/s/Pearson C. Cummin, III Pearson C. Cummin, III	Director
/s/James C. Kautz James C. Kautz	Director
/s/Robert N. Hiatt Robert N. Hiatt	Director
/s/John B. Wing John B. Wing	Director

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INDEX TO EXHIBITS

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