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CORNING INC /NY
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Corning Inc
(Name of Issuer)

Common Stock
(Title of Class of Securities)

219350105
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP: 219350105

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital World Investors **

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

3 SEC USE ONLY (b)

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

122,830,800

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIAALLY
OWNED BY

NONE

7 SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON
WITH:

122,830,800

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIAALLY OWNED BY EACH REPORTING PERSON

122,830,800

13d-4

Beneficial ownership disclaimed pursuant to Rule

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

** A division of Capital Research and Management Company (CRMC)

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 2

Item 1(a) Name of Issuer:
Corning Inc

Item 1(b) Address of Issuer's Principal Executive Offices:
One Riverfront Plaza
Corning, NY 14831

Item 2(a) Name of Person(s) Filing:
Capital World Investors

Item 2(b) Address of Principal Business Office or, if none,
Residence:
333 South Hope Street
Los Angeles, CA 90071

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
219350105

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:
(e) An investment adviser in accordance with
section 240.13d-1(b) (1) (ii) (E).

Item 4 Ownership

Provide the following information regarding the aggregate
number and percentage of the class of securities of the issuer
identified in Item 1.

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

See page 2

Capital World Investors is deemed to be the beneficial owner of

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122,830,800 shares or 7.9% of the 1,562,878,885 shares of Common Stock believed to be outstanding as a result of CRMC acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

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Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person: N/A

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2011

Signature: Robert W. Lovelace***
Name/Title: Robert W. Lovelace - Senior Vice
President
Capital World Investors

***By /s/ Walter R. Burkley
Walter R. Burkley
Attorney-in-fact

Signed pursuant to a Power of Attorney dated December 21, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital World Investors on January 10, 2008 with respect to Lowes Companies, Incorporated.

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style="border: solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">1. Title of Security

(Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code

(Instr. 8) 4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4) 7. Nature of Indirect Beneficial Ownership

(Instr. 4) Code V Amount (A) or (D) Price Common Stock, \$0.01 par value 02/24/2016 A 940 (1) A \$ 0 20,643 D Common Stock, \$0.01 par value 27,310 I Andrew B. Balson 2004 Irrevocable Family Trust Common Stock, \$0.01 par value 8,870 I Andrew B. Balson 2011 Irrevocable Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 333-114983, 333-105771, 333-105772, 333-97465, 333-97467, 333-87476, 333-37640, 333-78877 and 333-78879 (the Registration Statements), pursuant to Rule 414 promulgated under the Securities Act of 1933, as amended (the Securities Act), solely to update the Registration Statements as a result of the Reincorporation.

In connection with the Reincorporation, Gleacher assumed the Broadpoint Gleacher Securities Group, Inc. 2007 Incentive Compensation Plan, Broadpoint Gleacher Securities Group, Inc. 2003 Non-Employee Directors Stock Plan, Broadpoint Gleacher Securities Group, Inc. 2005 Deferred Compensation Plan for Key Employees, Broadpoint Gleacher Securities Group, Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees, Broadpoint Gleacher Securities Group, Inc. 2001 Long-Term Incentive Plan, Broadpoint Gleacher Securities Group, Inc. 1999 Long-Term Incentive Plan, Broadpoint Gleacher Securities Group, Inc. 1989 Stock Incentive Plan, Broadpoint Gleacher Securities Group, Inc. Deferred Compensation Plan for Key Employees, Broadpoint Gleacher Securities Group, Inc. Deferred Compensation Plan for Professional and Other Highly Compensated Employees and Broadpoint Capital, Inc. Employees Retirement and Savings Plan (collectively, the Plans) and all of the outstanding options and equity awards under the Plans. The names of each Plan have been changed to Gleacher & Company, Inc. 2007 Incentive Compensation Plan, Gleacher & Company, Inc. 2003 Non-Employee Directors Stock Plan, Gleacher & Company, Inc. 2005 Deferred Compensation Plan for Key Employees, Gleacher & Company, Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees, Gleacher & Company Inc. 2001 Long-Term Incentive Plan, Gleacher & Company, Inc. 1999 Long-Term Incentive Plan, Gleacher & Company, Inc. 1989 Stock Incentive Plan, Gleacher & Company, Inc. Deferred Compensation Plan for Key Employees, Gleacher & Company, Inc. Deferred Compensation Plan for Professional and Other Highly Compensated Employees and Gleacher & Company Securities, Inc. Employees Retirement and Savings Plan respectively. At the effective time of the Reincorporation, each outstanding option to purchase shares of Broadpoint s common stock, par value \$0.01 per share (Broadpoint Common Stock), was converted into an option to purchase the same number of shares of Gleacher s common stock, par value \$0.01 per share (Gleacher Common Stock), with no changes in the option exercise price or other terms and conditions of such options. In addition, at the effective time of the Reincorporation, each other restricted stock award, restricted stock unit and equity-based award relating to Broadpoint Common Stock granted under any of the Plans was converted into an award to purchase the same number of shares of Gleacher Common Stock, with no changes in any other terms and conditions of such awards.

In accordance with paragraph (d) of Rule 414 promulgated under the Securities Act, except as modified by this Post-Effective Amendment No. 1, the Registrant, as successor issuer to Broadpoint pursuant to Rule 12g-3 promulgated under the Exchange Act, hereby expressly adopts the Registration Statements as its own registration statements for all purposes of the Securities Act and the Exchange Act, as updated by subsequent filings under the Exchange Act, including, but not limited to, Broadpoint s most recent Annual Report on Form 10-K and the description of the Gleacher Common Stock as set forth on Form 8-A/A filed with the Securities and Exchange Commission (the SEC) on May 28, 2010. The applicable registration fees were paid at the time of the original filings of the Registration Statements.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have been filed with or furnished to the SEC by the Registrant or Broadpoint are incorporated herein by reference and made a part hereof:

1. Broadpoint's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on March 15, 2010;
2. Broadpoint's Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 26, 2010;
3. Broadpoint's Quarterly Report on Form 10-Q for the period ended March 31, 2010, filed with the SEC on May 7, 2010;
4. Broadpoint's Current Reports on Form 8-K, filed with the SEC on February 22, 2010, February 25, 2010, March 31, 2010 and April 14, 2010, and the Registrant's Current Report on Form 8-K, filed with the SEC on May 28, 2010; and
5. The description of Gleacher Common Stock contained in the Registrant's Registration Statement on Form 8-A/A filed with the SEC on May 28, 2010, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold are incorporated by reference in this Registration Statement and are part hereof from the date of filing such documents. A report on Form 8-K furnished to the SEC shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You may request a copy of these filings, at no cost, by writing or telephoning the Company at the following address or telephone number:

Gleacher & Company, Inc.
1290 Avenue of the Americas
New York, New York 10104
(212) 273-7100

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

None.

Item 6. Indemnification of Directors and Officers

The Registrant's Bylaws permit the indemnification of officers and directors under certain circumstances to the full extent that such indemnification may be permitted by law. Such rights of indemnification are in addition to, and not in limitation of, any rights to indemnification to which any officer or director of the Registrant is entitled under the General Corporation Law of the State of Delaware (the "DGCL"), which provides for indemnification by a corporation of its officers and

directors under certain circumstances as stated in the DGCL and subject to specified limitations set forth in the DGCL. The Registrant has also purchased director and officer liability insurance.

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Item 8. Exhibits

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Gleacher & Company, Inc. (1)
4.2	Bylaws of Gleacher & Company, Inc. (1)
4.3	Specimen Certificate of Common Stock, par value \$0.01 per share of Gleacher & Company, Inc. (1)
5.1	Opinion of Dewey & LeBoeuf LLP *
10.1	Broadpoint Gleacher Securities Group, Inc. 2007 Incentive Compensation Plan (2)
10.2	Broadpoint Gleacher Securities Group, Inc. 2003 Non-Employee Directors Stock Plan (3)
10.3	Broadpoint Gleacher Securities Group, Inc. 2005 Deferred Compensation Plan for Key Employees (4)
10.4	Broadpoint Gleacher Securities Group, Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees (5)
10.5	Broadpoint Gleacher Securities Group, Inc. 2001 Long-Term Incentive Plan (6)
10.6	Broadpoint Gleacher Securities Group, Inc. 1999 Long-Term Incentive Plan (4)
10.7	Broadpoint Gleacher Securities Group, Inc. 1989 Stock Incentive Plan (7)
10.8	Broadpoint Gleacher Securities Group, Inc. Deferred Compensation Plan for Key Employees (8)
10.9	Broadpoint Gleacher Securities Group, Inc. Deferred Compensation Plan for Professional and Other Highly Compensated Employees (9)
10.10	Broadpoint Capital, Inc. Employees Retirement and Savings Plan (9)
23.1	Consent of Dewey & LeBoeuf LLP (contained in Exhibit 5.1) *
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm *
24.1	Powers of Attorney (also included on signature page) *

* Filed herewith

(1) Previously filed as an exhibit to the Registrant's Current Report on Form 8-K, filed May 28, 2010.

(2) Previously filed as an exhibit to Broadpoint's Registration Statement on Form S-8, filed June 16, 2009 (File No. 333-160012).

(3) Previously filed as

an exhibit to
Broadpoint s
Registration
Statement on
Form S-8, filed
June 16, 2009
(File
No. 333-160011).

(4) Previously filed as
an exhibit to
Broadpoint s
Annual Report on
Form 10-K for the
year ended
December 31,
2009, filed
March 15, 2010.

(5) Previously filed as
an exhibit to
Broadpoint s
Registration
Statement on
Form S-8, filed
January 10, 2005
(File
No. 333-121928).

(6) Previously filed as
an exhibit to
Broadpoint s
Registration
Statement on
Form S-8, filed
July 31, 2002
(File
No. 333-97467).

(7) Previously filed as
an exhibit to
Broadpoint s
Registration
Statement on
Form S-8, filed
May 20, 1999
(File
No. 333-78877).

(8)

Previously filed as
an exhibit to
Broadpoint's
Registration
Statement on
Form S-8, filed
May 23, 2000
(File
No. 333-37640).

- (9) Previously filed as
an exhibit to
Broadpoint's
Annual Report on
Form 10-K for the
year ended
December 31,
2000, filed
March 29, 2000.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 1st day of June, 2010.

GLEACHER & COMPANY, INC.

By: /s/ Eric J. Gleacher
 Name: Eric J. Gleacher
 Title: Chairman of the Board and
 Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Eric J. Gleacher and Jeffrey H. Kugler, and each of them acting individually, as his or her attorney-in-fact, for him or her in any and all capacities, to sign this Post Effective Amendment to Registration Statements on Form S-8, and any amendments (including post-effective amendments) to said Registration Statements 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 each attorney-in-fact, or his or her substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Eric J. Gleacher	Chairman of the Board and	June 1, 2010
Eric J. Gleacher	Chief Executive Officer (Principal Executive Officer)	
/s/ Peter J. McNierney	Director, President and Chief	June 1, 2010
Peter J. McNierney	Operating Officer	
/s/ Jeffrey H. Kugler	Acting Chief Financial	June 1, 2010
Jeffrey H. Kugler	Officer (Principal Accounting Officer)	
/s/ Henry S. Bienen	Director	June 1, 2010
Henry S. Bienen		
/s/ Marshall Cohen	Director	June 1, 2010

Marshall Cohen

/s/ Robert A. Gerard

Director

June 1, 2010

Robert A. Gerard

/s/ Mark R. Patterson

Director

June 1, 2010

Mark R. Patterson

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Signature	Title	Date
/s/ Christopher R. Pechock Christopher R. Pechock	Director	June 1, 2010
/s/ Bruce Rohde Bruce Rohde	Director	June 1, 2010
/s/ Robert S. Yingling Robert S. Yingling	Director	June 1, 2010