

As filed with the Securities and Exchange Commission on June 24, 1994

REGISTRATION NO.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

THE WASHINGTON POST COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OF INCORPORATION)

53-0182885
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

1150 15th St., N.W.
Washington, D.C. 20071
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

The Washington Post Company Stock Option Plan
(FULL TITLE OF PLAN)

Diana M. Daniels
Vice President and General Counsel
The Washington Post Company
1150 15th Street, N.W.
Washington, D.C. 20071
(202) 334-6694
(NAME, ADDRESS AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, N.Y. 10019
(212) 474-1000
Attention: Melvin L. Bedrick, Esq.

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 (1)
Class B Common Stock, par value \$1.00 per share	500,000	\$236.1875	\$118,093,750.00	\$40,721.98

(1) Pursuant to Rule 457(h) and Rule 457(c), the proposed maximum offering price per share and the registration fee are based on the reported average of the high and low prices for The Washington Post Company Class B Common Stock on the New York Stock Exchange on June 17, 1994.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS 1/

ITEM 1. PLAN INFORMATION.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents which have heretofore been filed by The Washington Post Company (the "Company") (File No. 1-6714) with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as the case may be, are incorporated by reference herein and shall be deemed to be a part hereof:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended January 2, 1994, relating to the Company's Class B Common Stock, par value \$1.00 per share.

(b) All other reports filed with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since January 2, 1994.

(c) The description of the Company's Class B Common Stock contained in the Company's Registration Statement on Form 8-A filed under the Exchange Act, dated January 1, 1990, including any amendments or reports filed for the purposes of updating such description.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be

1/ This information is not required to be included in, and is not incorporated by reference in, this Registration Statement.

deemed to be incorporated by reference in this Registration Statement and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document 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 Incorporated Document 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.

The contents of the Company's Registration Statement on Form S-8 (Registration No. 2-42170), as amended, filed with the Commission on October 21, 1971, is hereby incorporated by reference in this Registration Statement. This Registration Statement is being filed with the Commission for the purpose of registering additional shares of the Company's Class B Common Stock issuable under the Company's Stock Option Plan.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article NINTH of the Certificate of Incorporation of the Company provides that the personal liability of the directors of the Company shall be limited to the fullest extent permitted by applicable law. Section 145 of the Delaware General Corporation Law ("DGCL") permits a corporation's certificate of incorporation to provide that no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for any breach of his fiduciary duty as a director; provided, however, that, pursuant to Section 102(b)(7) of the DGCL, such provision shall not apply to any liability of a director (1) for any breach of a director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions that are not in good faith or involve intentional misconduct or a knowing violation of the law, (3) under

Section 174 of the DGCL or (4) for any transaction from which the director derived an improper personal benefit.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description
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3(a)	-- Certificate of Incorporation of the Company, as amended through May 12, 1988 (included as Exhibit 3 to the Company's Form 8-K filed with the Commission on May 31, 1988). 2/
3(b)	-- By-laws of the Company, as amended through September 9, 1993 (included as Exhibit 3 to the Company's Form 10-Q for the quarter ended October 3, 1993). 2/
4	-- The Washington Post Company Stock Option Plan, as amended and restated through May 13, 1993 (included as Exhibit 10 to the Company's Form 10-Q for the quarter ended April 4, 1993). 2/
5	-- Opinion of Cravath, Swaine & Moore as to the legality of securities offered under the Company's Stock Option Plan.
23(a)	-- Consent of Independent Accountants.
23(b)	-- Consent of Cravath, Swaine & Moore (contained in Exhibit 5 hereto).
24	-- Power of Attorney.

2/ Incorporated by reference.

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 of 1933;

(ii) To reflect in the prospectus any facts or event 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 this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this 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 by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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; and

(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 the purpose of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration

Statement 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 hereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Act and will be governed by the final adjudication of such issue.

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 Washington, D.C., on June 24, 1994.

THE WASHINGTON POST COMPANY,

By John B. Morse, Jr.

John B. Morse, Jr.
Vice President - Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on June 24, 1994:

Donald E. Graham	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director
Alan G. Spoon	President, Chief Operating Officer and Director
Katharine Graham	Chairman of the Executive Committee of the Board and Director
John B. Morse, Jr.	Vice President-Finance (Principal Financial and Accounting Officer)
James E. Burke	Director
Martin Cohen	Director
George J. Gillespie, III	Director
Ralph E. Gomory	Director
Donald R. Keough	Director
Barbara Scott Preiskel	Director
William J. Ruane	Director
Richard D. Simmons	Director
George W. Wilson	Director

By John B. Morse, Jr.

John B. Morse, Jr.
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Numbers -----	Description -----
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24	Power of Attorney

[Letterhead of]
Cravath, Swaine & Moore

June 16, 1994

The Washington Post Company
500,000 Shares of Class B Common Stock

Dear Sirs:

We have acted as counsel for The Washington Post Company, a Delaware corporation (the "Company"), in connection with the Registration Statement on form S-8 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, and amended (the "Securities Act") with respect to 500,000 additional shares of Class B Common Stock, par value \$1.00 per share, of the Company (the "Shares") reserved for issuance to officers and key employees of the Company under the Company's Stock Option Plan, as amended (the "Stock Option Plan").

In connection with the foregoing, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purpose of this opinion. In this examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original documents and conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of opinion that the Shares are validly authorized and, when issued under the Company's Stock Option Plan in accordance with the terms thereof, will be legally issued, fully paid and nonassessable.

We are admitted to practice only in the State of New York and express no opinion as to matters governed by any laws other than the laws of the State of New York, the Federal laws of the United States of America and the General Corporation law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cravath, Swaine & Moore

The Washington Post Company
1150 15th Street, N.W.
Washington, DC 20071

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of the Washington Post Company (the "Company") of our report dated February 1, 1994 appearing on page 24 of the Annual Report on Form 10-K for the year ended January 2, 1994, and of our report dated April 22, 1994 related to the combined financial statements of KPRC and KSAT Television Stations (business units of H&C Communications, Inc.) appearing in the current report on Form 8-K of the Company dated April 22, 1994.

PRICE WATERHOUSE

Washington, DC
June 23, 1994

Power of Attorney
Registration Statements on Form S-8

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned directors and officers of The Washington Post Company, a Delaware corporation (hereinafter called the "Company"), hereby constitutes and appoints KATHARINE GRAHAM, DONALD E. GRAHAM, ALAN G. SPOON and JOHN B. MORSE, JR., and each of them, his or her true and lawful attorneys-in-fact and agents with full power to act without the others and with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all Registration Statements on Form S-8, and any and all amendments thereto, required to be filed under the provisions of the Securities Act of 1933, as amended, for the registration under said Act of shares of the Company's Class B Common Stock, par value \$1 per share, reserved for issuance under its Stock Option Plan adopted in 1971, as amended, with power where appropriate to affix the corporate seal of the Company thereto and to attest said seal, and to file each Registration Statement and amendment so signed, with all exhibits thereto, and any and all documents in connection therewith, with the Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: March 10, 1994.

/S/ Donald E. Graham

Donald E. Graham, Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director

/S/ Ralph E. Gomory

Ralph E. Gomory, Director

/S/ Alan G. Spoon

Alan G. Spoon, President, and Chief Operating Officer and Director

/S/ Nicholas deB. Katzenbach

Nicholas deB. Katzenbach, Director

/S/ Katharine Graham

Katharine Graham, Chairman of the Executive Committee of the Board and Director

/S/ Donald R. Keough

Donald R. Keough, Director

/S/ John B. Morse

John B. Morse, Jr., Vice President-Finance (Principal Financial and Accounting Officer)

/S/ Anthony J.F. O'Reilly

Anthony J.F. O'Reilly, Director

/S/ Benjamin C. Bradlee

Benjamin C. Bradlee, Director

/S/ Barbara Scott Preiskel

Barbara Scott Preiskel, Director

/S/ James E. Burke

James E. Burke, Director

/S/ William J. Ruane

William J. Ruane, Director

/S/ Martin Cohen

Martin Cohen, Director

/S/ Richard D. Simmons

Richard D. Simmons, Director

/S/ George J. Gillespie

George J. Gillespie, III, Director

/S/ George W. Wilson

George W. Wilson, Director