

PARK OHIO HOLDINGS CORP

Form S-8

August 21, 2009

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As filed with the Securities and Exchange Commission on August 21, 2009

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
PARK-OHIO HOLDINGS CORP.
(Exact Name of Registrant as Specified in Its Charter)**

Ohio 34-1867219
(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)
Organization)

6065 Parkland Boulevard, Cleveland, Ohio 44124
(Address of Principal Executive Offices Including Zip Code)
Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As
Amended and Restated As Of May 28, 2009)
(Full Title of the Plan)

Robert D. Vilsack
Secretary and General Counsel
Park-Ohio Holdings Corp.
6065 Parkland Boulevard
Cleveland, Ohio 44124
(Name and Address of Agent For Service)
(440) 947-2000
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1)(2) | Proposed Maxi- mum Offering Price Per Share (3) | Proposed Maxi- mum Aggregate Offering Price (3) | Amount of Registration Fee |
|--|--------------------------------------|--|---|----------------------------------|
| Common Stock, \$1.00 par value per share | 450,000 | \$ 6.56 | \$2,952,000 | \$164.73 |

- (1) Represents the maximum number of shares of Common Stock of the Registrant, par value \$1.00 per share (Common Stock), issuable pursuant to the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 28, 2009) (the Plan) being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the adjustments upon changes of capitalization provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the

General Rules
and Regulations
under the
Securities Act,
on the basis of
the average of
the high and low
sale prices of
such securities
on the Nasdaq
Global Select
Market on
August 17,
2009, within
five business
days prior to
filing.

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The contents of the registration statements on Forms S-8 (Registration Nos. 333-110536, 333-58161 and 333-137540), as filed with the Securities and Exchange Commission on November 17, 2003, June 30, 1998 and September 22, 2006, respectively, to register shares of common stock, par value \$1.00 per share (the Common Stock), of Park-Ohio Holdings Corp., an Ohio corporation (the Registrant), to be issued under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 28, 2009) (the Plan), are hereby incorporated by reference in this Registration Statement. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 450,000 shares of Common Stock under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Stock being offered by this Registration Statement has been passed upon for the Registrant by Mr. Robert D. Vilsack. Mr. Vilsack is the Secretary and General Counsel of the Registrant. As of June 30, 2009, Mr. Vilsack held 25,000 shares of Common Stock and had been granted options to purchase another 45,000 shares of Common Stock.

Item 8. Exhibits

| Exhibit Number | Exhibit Description |
|----------------|---|
| 4.1 | Amended and Restated Articles of Incorporation of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.1 to the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134)) |
| 4.2 | Code of Regulations of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134)) |
| 4.4 | Specimen Stock Certificate of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 4.4 of the Post-Effective Amendment No. 1 to the Registration Statement of Park-Ohio Holdings Corp. on Form S-8 (Registration No. 333-28407), filed on June 16, 1998 |
| 5 | Opinion of Counsel |
| 10 | Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 28, 2009) (incorporated by reference to Exhibit 10.1 of the Form 8-K of Park-Ohio Holdings Corp., filed on June 3, 2008 (File No. 000-03134)) |
| 15 | Letter from Ernst & Young LLP regarding unaudited interim financial information |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Counsel (included in Exhibit 5 hereto) |
| 24 | Power of Attorney |

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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 the City of Cleveland, State of Ohio, on this 21st day of August, 2009.

Park-Ohio Holdings Corp.

By: /s/ Robert D. Vilsack
Robert D. Vilsack
Secretary and General Counsel

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 date indicated.

*

*

Edward F. Crawford
Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

Jeffrey L. Rutherford
Vice President and Chief Financial
Officer
(Principal Financial and Accounting
Officer)

*

*

Matthew V. Crawford
President and Director

James W. Wert
Director

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Ronna Romney
Director

Kevin R. Greene
Director

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*

Patrick V. Auletta
Director

Dan T. Moore, III
Director

*

A Malachi Mixon, III
Director

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* Robert D. Vilsack, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to the power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this Registration Statement.

August 21, 2009

By: /s/ Robert D. Vilsack
Robert D. Vilsack, Secretary
And General Counsel

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