

Edgar Filing: PARK OHIO HOLDINGS CORP - Form S-8

PARK OHIO HOLDINGS CORP
 Form S-8
 November 17, 2003

As filed with the Securities and Exchange Commission on November 17, 2003

Registration No. _____

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 (I.R.S. Employer Identification No.)
 of Incorporation or Organization)

23000 Euclid Avenue, Cleveland, Ohio 44117
 (Address of Principal Executive Offices Including Zip Code)

Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan
 (Full Title of the Plan)

Robert D. Vilsack
 Secretary and General Counsel
 Park-Ohio Holdings Corp.
 23000 Euclid Avenue
 Cleveland, Ohio 44117
 (Name and Address of Agent For Service)

(216) 692-7200
 (Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of each class Of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$1.00 par value per share	1,100,000	\$7.39	\$8,129,000	\$657.64

- (1) Pursuant to Rule 416 of the Securities Act of 1933, this registration statement also covers such additional common stock, \$1.00 par value per share, as may become issuable pursuant to the adjustments upon changes of capitalization provisions of the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan.
- (2) 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 National Market on November 12, 2003, within five business days prior to filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the registration statement on Form S-8 (Registration No. 333-58161), as filed with the Securities and Exchange Commission on June 30, 1998 to register shares of common stock, par value \$1.00 per share (the "Common Stock"), of Park-Ohio Holdings Corp., an Ohio corporation, to be issued under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (the "Plan"), are hereby incorporated by reference. This registration statement on Form S-8 is filed for the purpose of registering an additional 1,100,000 shares of Common Stock under the Plan.

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 (incorporated by reference to Appendix A to

Edgar Filing: PARK OHIO HOLDINGS CORP - Form S-8

23.1	the Definitive Proxy Statement of Park-Ohio Holdings Corp.
23.2	(File No. 000-03134) filed on April 23, 2001)
24	Consent of Ernst & Young LLP
	Consent of Counsel (contained in opinion filed as Exhibit 5)
	Power of Attorney

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 17th day of November, 2003.

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)

*

Richard P. Elliott
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

*

Matthew V. Crawford
President and Director

*

James W. Wert
Director

*

Ronna Romney
Director

*

Kevin R. Greene
Director

*

*

Edgar Filing: PARK OHIO HOLDINGS CORP - Form S-8

Lewis E. Hatch, Jr.
Director

Lawrence O. Selhorst
Director

*

Dan T. Moore III
Director

* 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 a power of attorney filed with the Securities and Exchange Commission.

November 17, 2003

By: /s/ Robert D. Vilsack

Robert D. Vilsack, Secretary
And General Counsel

EXHIBIT INDEX

Exhibit Number

Exhibit Description

4.1

Amended and Restated Articles of Incorporation of Park-Ohio

Edgar Filing: PARK OHIO HOLDINGS CORP - Form S-8

	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 (incorporated by reference to Appendix A to the Definitive Proxy Statement of Park-Ohio Holdings Corp. (File No. 000-03134) filed on April 23, 2001)
23.1	Consent of Ernst & Young LLP
23.2	Consent of Counsel (contained in opinion filed as Exhibit 5)
24	Power of Attorney