

LUBRIZOL Corp  
Form S-8  
July 01, 2010

As filed with the Securities and Exchange Commission on July 1, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**THE LUBRIZOL CORPORATION**

(Exact name of registrant as specified in its charter)

**OHIO**  
(State or other jurisdiction of  
incorporation or organization)

29400 Lakeland Boulevard, Wickliffe, Ohio 44092

(Address of Principal Executive Offices) (Zip Code)

**34-0367600**  
(I.R.S. Employer

Identification No.)

**THE LUBRIZOL CORPORATION 2010 STOCK INCENTIVE PLAN**

(Full title of the plan)

**Leslie M. Reynolds**

**Secretary and Counsel**

**The Lubrizol Corporation**

**29400 Lakeland Boulevard, Wickliffe, Ohio 44092**

(Name and address of agent for service)

**(440) 943-4200**

(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.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	(1) Amount to be registered	(2) Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares, without par value	3,000,000	\$80.62	\$241,860,000	\$17,245

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement covers also an indeterminate number of additional common shares that may be offered or issued pursuant to the anti-dilution provisions of The Lubrizol Corporation 2010 Stock Incentive Plan.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the high and low prices per share of the common shares as reported on the New York Stock Exchange on June 29, 2010.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information required in Part I of this registration statement will be sent or given to participants of The Lubrizol Corporation 2010 Stock Incentive Plan (the Plan) as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the SEC) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this registration statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed with the SEC by The Lubrizol Corporation (the Company) are incorporated by reference into this registration statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 26, 2010;
- (b) The Company's Current Report on Form 8-K filed with the SEC on February 24, 2010;
- (c) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed with the SEC on May 7, 2010;
- (d) The Company's Current Report on Form 8-K filed with the SEC on April 28, 2010;
- (e) The Company's Current Report on Form 8-K filed with the SEC on June 30, 2010; and
- (f) The description of the Company's common shares contained in the Company's Current Report on Form 8-K, filed with the SEC on September 24, 2008, together with any amendments or reports filed for the purposes of updating such description.

In addition, all documents subsequently filed by the Company pursuant to Sections 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 that indicates that all securities offered pursuant to this registration statement have been sold or that deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. 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 subsequently filed document that 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.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Joseph W. Bauer, Vice President and General Counsel of the Company, provided an opinion as to the legality of the securities being registered by this registration statement. Mr. Bauer is an eligible participant of The Lubrizol Corporation 2010 Stock Incentive Plan, and beneficially owns less than one percent of the common shares of the Company.

**Item 6. Indemnification of Directors and Officers**

Ohio Revised Code Section 1701.13 permits a corporation to indemnify any person who was or is a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. In the case of an action brought by or in the right of the corporation, indemnification against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the settlement or defense of such action, is permitted if he or she acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the corporation, subject to certain exceptions, including an exception for a matter as to which he or she is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless the court in which such action was brought determines that he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The Second Amended and Restated Regulations of the Company provide that the Company shall indemnify any current or former director or officer of the Company against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was a director or officer, in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by applicable law. In addition, the regulations provide that the Company will pay, to the full extent then permitted by law, such expenses in advance of a final disposition of the action, suit or proceeding.

Each director and officer of the Company is a party to an indemnification agreement with the Company, which agreement provides that the Company will indemnify such officer or director against expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, in connection with any claim against him or her arising out of being an officer or director of the Company, to the fullest extent provided by (a) applicable law; and (b) the Company's articles and regulations as in effect on the date of the agreement or as amended to increase the scope of the indemnity or defense. The Company has also agreed to use commercially reasonable efforts to maintain directors' and officers' liability insurance, and to advance funds for expenses, provided the officer or director agrees to reimburse the Company if such officer or director is ultimately found not to be entitled to indemnification.

The Company maintains insurance policies that insure the Company's directors and officers against certain liabilities (excluding fines and penalties imposed by law) that might be incurred by them in such capacities and insure the Company for amounts that may be paid by it (up to the limits of such policies) to indemnify the directors and officers covered by the policies.

Page 4

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See the Exhibit Index appearing on the page following the signature page of this registration statement, which is incorporated herein 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;

(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) that, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective 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 this registration statement;

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

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that 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 therein, 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 SEC 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.

**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 Wickliffe, State of Ohio, on July 1, 2010.

## THE LUBRIZOL CORPORATION

By: /s/ Leslie M. Reynolds  
Leslie M. Reynolds

Corporate Secretary

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.

	<b>Signature</b>	<b>Title</b>	<b>Date</b>
James L. Hambrick	*	Chairman of the Board, President and Chief Executive Officer  (Principal Executive Officer)	July 1, 2010
Charles P. Cooley	*	Senior Vice President and Chief Financial Officer  (Principal Financial Officer)	July 1, 2010
W. Scott Emerick	*	Corporate Controller (Principal Accounting Officer)	July 1, 2010
Robert E. Abernathy	*	Director	July 1, 2010
Edward P. Campbell	*	Director	July 1, 2010
Forest J. Farmer, Sr.	*	Director	July 1, 2010
Michael J. Graff	*	Director	July 1, 2010
Gordon D. Harnett	*	Director	July 1, 2010
Dominic J. Pileggi	*	Director	July 1, 2010
	*	Director	July 1, 2010

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James E. Sweetnam

\*

Director

July 1, 2010

Harriett Tee Taggart

\*

Director

July 1, 2010

Phillip C. Widman

\* By: /s/ Leslie M. Reynolds

Leslie M. Reynolds

Attorney-in-Fact for the Officers and Directors signing in the capacities indicated

**EXHIBIT INDEX**

**Exhibit**

**Number**

- 4.1 Second Amended and Restated Articles of Incorporation of The Lubrizol Corporation, effective as of May 6, 2009 (incorporated by reference to Exhibit 3.1 to the company's quarterly report on Form 10-Q filed with the SEC on May 8, 2009).
- 4.2 Second Amended and Restated Regulations of The Lubrizol Corporation, effective as of June 23, 2009 (incorporated by reference to Exhibit 3.1 to the company's current report on Form 8-K filed with the SEC on June 24, 2009).
- 4.3 The Lubrizol Corporation 2010 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on April 28, 2010).
- 5 Opinion of Joseph W. Bauer, Vice President and General Counsel of The Lubrizol Corporation, as to the legality of the securities registered.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Joseph W. Bauer, Vice President and General Counsel (contained in his opinion filed as Exhibit 5 to this registration statement).
- 24 Power of Attorney.