

CARPENTER TECHNOLOGY CORP

Form S-8

October 18, 2016

As filed with the Securities and Exchange Commission on October 18, 2016

Registration No. 333-_____

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

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

CARPENTER TECHNOLOGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware **23-0458500**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

P.O. Box 14662
Reading, PA 19612
(Address of principal executive offices, including zip code)

Carpenter Technology Corporation Stock-Based Incentive
Compensation Plan for Officers and Key Employees
(Full title of the Plan)

James D. Dee, Vice President, General Counsel & Secretary
Carpenter Technology Corporation
P.O. Box 14662
Reading, PA 19612

(Name, address and telephone number, including area code, of agent for service)

Copies of all notices, orders and communications to:

Steve Schaffer
Bryan Cave LLP
1201 West Peachtree Street, NW
Atlanta, GA 30309
Phone: (404) 572-6830

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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 | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|---|---|----------------------------|
| Common Stock, \$5.00 par value per share | 3,500,000 shares (1) | \$39.76 (2) | \$139,160,000.00 (2) | \$16,128.65 |

This Registration Statement covers 3,500,000 shares of common stock, par value \$5.00 per share (the "Common Stock") of Carpenter Technology Corporation, a Delaware corporation, under the Carpenter Technology Corporation Stock-Based Incentive Compensation Plan for Officers and Key Employees (the "Plan"). In addition, (1) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of shares of Common Stock that may be offered or issued under the Plan as a result of future stock splits, stock dividends or similar transactions.

Pursuant to Securities Act Rule 457(c) and (h), the maximum offering price, per share and in the aggregate, was (2) calculated upon the basis of the average of the high and low prices of the Common Stock on October 12, 2016, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering 3,500,000 additional shares of Common Stock of the Registrant to be issued under the Carpenter Technology Corporation Stock-Based Incentive Compensation Plan for Officers and Key Employees (the "Plan"). The Registrant previously filed a Registration Statement on Form S-8, Commission File No. 333-147059 with the Commission on October 31, 2007, a Registration Statement on Form S-8, Commission File No. 333- 57774 with the Commission on March 28, 2001 and a Registration Statement on Form S-8, Commission File No. 033-54045 with the Commission on June 8, 1994 (together with any pre- or post-effective amendments thereto, the "Prior Registration Statements"), in respect of the shares of Common Stock to be offered pursuant to the Plan. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated by reference into this Registration Statement and made a part hereof:

1. The Registrant's Annual Report on Form 10-K for the year ended June 30, 2016;
The portions of the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on September 19, 2016, as amended and supplemented by the Definitive Additional Materials on Schedule 14A filed with the SEC on
2. September 27, 2016, that are incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2016;
3. The Registrant's Current Report on Form 8-K filed with the SEC on October 12, 2016; and
4. The description of the Registrant's Common Stock as contained in the Registration Statement on Form 8-A, as the same has been and may be amended.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to filing a post-effective amendment which indicates that all securities offered have been sold or which deregisters all 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 such documents, except for the documents, or portions thereof, that are "furnished" (e.g., the portions of those documents set forth under Items 2.02 or 7.01 of Form 8-K or other information "furnished" to the Commission) rather than filed with the Commission. Any statement contained in a document incorporated or deemed to be incorporated herein by reference 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.

Item 6. Indemnification of Directors and Officers.

Article 7(a) of the Registrant's Restated Certificate of Incorporation provides for the elimination of liability of directors to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL"). Section 102(b)(7) allows a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which the director derived an improper personal benefit.

Article 7(b) of the Registrant's Restated Certificate of Incorporation and Article 6 of the Registrant's Bylaws provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by Section 145 of the DGCL. Section 145 provides that a corporation may indemnify any persons, including officers and directors, who are, or are threatened to be made, parties to any threatened, pending or completed legal 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 such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and had no reasonable cause to believe his/her conduct was unlawful.

Section 145 of the DGCL further provides that a corporation may indemnify officers and directors in actions by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the person is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify that person against expenses actually and reasonably incurred. Under the Registrant's Bylaws, for indemnification purposes, an employee or agent shall be deemed to have acted in good faith only if his or her actions were within the scope of employment as defined by an agreement with the Registrant or the rules and regulations established by the Registrant or an authorized officer thereof.

The Registrant is a party to indemnity agreements with its directors and certain of its officers, which provide indemnification under certain circumstances for acts and omissions. The Registrant also maintains a directors' and officers' liability insurance policy insuring its directors and officers.

Item 8. Exhibits.

Exhibit Description

| <u>No.</u> | |
|------------|---|
| 4.1 | Restated Certificate of Incorporation, dated October 26, 1998 (Exhibit 3(A) to the Registrant's Annual Report on Form 10-K filed on September 9, 2005 and incorporated herein by reference). |
| 4.2 | By-Laws, amended as of August 11, 2015 (Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 17, 2015 and incorporated herein by reference). |
| 4.3 | Stock-Based Incentive Compensation Plan for Officers and Key Employees (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement for the 2016 Annual Meeting of Stockholders filed on September 19, 2016). |
| 4.4 | First Amendment to the Stock-Based Incentive Compensation Plan for Officers and Key Employees (incorporated by reference to Exhibit A to the Registrant's Definitive Additional Materials for the 2016 Annual Meeting of Stockholders filed on September 27, 2016). |
| 5.1 | Opinion of Bryan Cave LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Bryan Cave LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (set forth on signature page hereto). |

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;

- To reflect in the prospectus any facts or events arising after the effective date of the 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. 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (ii)
- (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 the undertakings set forth in 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 Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment (2) 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 which remain unsold at the termination of the offering.

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 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.

(b)

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.

(c)

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 Reading, State of Pennsylvania, on October 17, 2016.

CARPENTER TECHNOLOGY CORPORATION

By: /s/ James D. Dee
James D. Dee
Vice President, General Counsel & Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James D. Dee, Tony R. Thene and Damon J. Audia, and each of them, his or her true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent 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 they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------------|
| <u>/s/ Tony R. Thene</u> Tony R. Thene | President and Chief Executive Officer and Director (Principal Executive Officer) | October 17, 2016 |
| <u>/s/ Damon J. Audia</u> Damon J. Audia | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | October 17, 2016 |
| <u>/s/ Timothy Lain</u> Timothy Lain | Vice President - Controller, Chief Accounting Officer (Principal Accounting Officer) | October 17, 2016 |
| <u>/s/ Gregory A. Pratt</u> Gregory A. Pratt | Chairman and Director | October 17, 2016 |
| <u>/s/ Carl G. Anderson, Jr.</u> Carl G. Anderson, Jr. | Director | October 17, 2016 |
| <u>/s/ Robert R. McMaster</u> Robert R. McMaster | Director | October 17, 2016 |
| <u>/s/ I. Martin Inglis</u> I. Martin Inglis | Director | October 17, 2016 |

[Signatures continue on following page]

[Signatures continued from previous page]

/s/ Kathryn C. Turner

Kathryn C. Turner Director October 17, 2016

/s/ Jeffrey Wadsworth

Jeffrey Wadsworth Director October 17, 2016

/s/ Stephen M. Ward, Jr.

Stephen M. Ward, Jr. Director October 17, 2016

/s/ Dr. Philip M. Anderson

Dr. Philip M. Anderson Director October 17, 2016

/s/ Steven E. Karol

Steven E. Karol Director October 17, 2016

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Exhibit Index

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