WORTHINGTON INDUSTRIES INC
Form 424B5
April 08, 2010
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Registration No. 333-165942

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 8, 2010

PRELIMINARY PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED APRIL 8, 2010

$150,000,000

Worthington Industries, Inc.

% Notes due 2020

We will pay interest on the notes on April 15 and October 15 of each year, beginning on October 15, 2010. The notes will mature on , 2020. We may redeem the notes in whole or in part at any time at our option at the redemption prices described in this prospectus supplement under Description of Notes Optional Redemption.

If we experience a change of control triggering event, each holder of notes will have the right to require us to purchase all or a portion of such holder s notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase. See Description of Notes Purchase upon a Change of Control Triggering Event.

The notes will be our senior unsecured obligations and will rank equally with all of our other existing and future unsecured and unsubordinated indebtedness and senior in right of payment to all of our future subordinated indebtedness. In addition, the notes will be effectively subordinated in right of payment to all of our subsidiaries obligations and effectively subordinated in right of payment to all of our secured obligations, to the extent of the assets securing such obligations. For a more detailed description of the notes, see Description of Notes.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in the notes involves risks. See the Risk Factors section beginning on page S-13 of this prospectus supplement, as well as the risk factors disclosed in our periodic reports filed with the Securities and Exchange Commission.

	Price to Public(1)	Underwriting Discounts and Commissions	Proceeds to Us Before Expenses (1)
Per Note	%	%	%
Total	$	$	$

(1) Plus accrued interest, if any, from , 2010.

Delivery of the notes in book-entry form only through The Depository Trust Company (DTC) will be made on or about , 2010.

Joint Book-Running Managers

Credit Suisse **Wells Fargo Securities**

The date of this prospectus supplement is , 2010.

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the headings Where You Can Find More Information and Incorporation of Certain Documents by Reference.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. See Incorporation of Certain Documents by Reference.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, together with any free writing prospectus or other offering material used in connection with this offering. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of the respective dates of those documents in which such information is contained. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, references to Worthington, the Company, we, our and us and similar terms mean Worthington Industr Inc. and its subsidiaries.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference may contain forward-looking statements as that term is used in the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect our current expectations, estimates or projections concerning future results or events. These statements are generally identified by the use of forward-looking words or phrases such as believe, expect, anticipate, may, could, intend, estimate, plan, foresee, likely, will similar words or phrases. Forward-looking statements may include, without limitation, statements relating to:

- business plans or future or expected growth, performance, sales, volumes, cash flows, earnings, balance sheet strengths, debt, financial condition or other financial measures;
- projected working capital needs;
- demand trends for us or our markets;
- pricing trends for raw materials and finished goods and the impact of pricing changes;
- anticipated capital expenditures and asset sales;
- anticipated improvements and efficiencies in costs, operations, sales, inventory management, sourcing and the supply chain;

- projected timing, results, benefits, costs, charges and expenditures related to acquisitions, head count reductions and facility dispositions, shutdowns and consolidations;
- the alignment of operations with demand;
- the ability to operate profitably and generate cash in down markets;
- the ability to capture and maintain margins and market share and to develop or take advantage of future opportunities, new products and markets;
- expectations for Company and customer inventories, jobs and orders;
- expectations for the economy and markets or improvements in the economy or markets;
- expected benefits from transformation plans, cost reduction efforts and other new initiatives;
- expectations for improving earnings, margins or shareholder value;
- effects of judicial rulings; and
- other non-historical matters.

Because they are based on beliefs, estimates and assumptions, forward-looking statements are inherently subject to risks and uncertainties that could cause actual results to differ materially from those projected. Any number of factors could affect actual results, including, without limitation, those that follow:

- the effect of national, regional and worldwide economic conditions generally and within major product markets, including a prolonged or substantial economic downturn;
- the effect of conditions in national and worldwide financial markets;
- product demand and pricing;
- changes in product mix, product substitution and market acceptance of our products;
- fluctuations in pricing, quality or availability of raw materials (particularly steel), supplies, transportation, utilities and other items required by operations;

effects of facility closures and the consolidation of operations;

the effect of financial difficulties, consolidation and other changes within the steel, automotive, construction and other industries in which we participate;

failure to maintain appropriate levels of inventories;

financial difficulties (including bankruptcy filings) of original equipment manufacturers, end-users and customers, suppliers, joint venture partners and others with whom we do business;

the ability to realize targeted expense reductions from head count reductions, facility closures and other cost reduction efforts;

the ability to realize other cost savings and operational, sales and sourcing improvements and efficiencies, and other expected benefits from transformation initiatives, on a timely basis;

the overall success of, and the ability to integrate, newly-acquired businesses and achieve synergies from such acquisitions;

capacity levels and efficiencies within facilities and within the industry as a whole;

the effect of disruption in the business of suppliers, customers, facilities and shipping operations due to adverse weather, casualty events, equipment breakdowns, labor issues, acts of war, terrorist activities or other causes;

changes in customer demand, inventories, spending patterns, product choices and supplier choices;

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risks associated with doing business internationally, including economic, political and social instability and foreign currency exposure;

the ability to improve and maintain processes and business practices to keep pace with the economic, competitive and technological environment;

adverse claims experience with respect to workers compensation, product recalls or product liability, casualty events or other matters;

deviation of actual results from estimates and/or assumptions used by us in the application of our significant accounting policies;

level of imports and import prices in our markets;

the impact of judicial rulings and governmental regulations, both in the United States and abroad; and

other risks described from time to time in our filings with the Securities and Exchange Commission (the SEC) or set forth under the heading Risk Factors.

We note these factors for investors as contemplated by the Private Securities Litigation Reform Act of 1995. It is impossible to predict or identify all potential risk factors. Consequently, you should not consider the foregoing list to be a complete set of all potential risks and uncertainties. Any forward-looking statements included or incorporated by reference in this prospectus supplement or the accompanying prospectus are based on current information as of the date of this prospectus supplement, the accompanying prospectus or the respective document incorporated by reference, and we assume no obligation to correct or update any such statements in the future, except as required by applicable law. All subsequent written and oral forward-looking statements concerning the matters addressed in this prospectus supplement or the accompanying prospectus and attributable to us or any person acting on our behalf are qualified by these cautionary statements.

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SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus supplement and the documents incorporated by reference and does not contain all the information you will need in making your investment decision. You should read carefully this entire prospectus supplement, the accompanying prospectus, any free writing prospectus or other offering material and the documents incorporated by reference before making an investment decision. See Where You Can Find More Information and Incorporation of Certain Documents by Reference.

The Company

General Overview

Worthington Industries, Inc. is a corporation formed under the laws of the State of Ohio. Founded in 1955, we are primarily a diversified metal processing company, focused on value-added steel processing and manufactured metal products. Our manufactured metal products include: pressure cylinders products such as propane, refrigerant, oxygen, hand torch and camping cylinders, scuba tanks and helium balloon kits; light gauge steel framing for commercial and residential construction; framing systems and stairs for mid-rise buildings; current and past model automotive service stampings; and, through joint ventures, suspension grid systems for concealed and lay-in panel ceilings and laser welded blanks.

Business Segments

As of February 28, 2010, we had 41 manufacturing facilities worldwide and held equity positions in eight joint ventures, which operated an additional 23 manufacturing facilities worldwide.

We have three reportable business segments: (1) Steel Processing; (2) Metal Framing; and (3) Pressure Cylinders. The Steel Processing business segment consists of the Worthington Steel business unit (Worthington Steel). The Metal Framing business segment consists of the Dietrich Metal Framing business unit (Dietrich). The Pressure Cylinders business segment consists of the Worthington Cylinder business unit (Worthington Cylinders). All other business segments not included in these three reportable business segments are combined and disclosed in the Other category, which include the Automotive Body Panels, Steel Packaging, Worthington Mid-Rise Construction, Inc., Worthington Military Construction, Inc. and Worthington Stairs, LLC business segments.

Worthington holds equity positions in eight joint ventures, which are further discussed below under Joint Ventures. Only one of the eight joint ventures is consolidated and its operating results are reported in the Steel Processing business segment.

Steel Processing

The Steel Processing business segment consists of the Worthington Steel business unit, and includes Precision Specialty Metals, Inc., a specialty stainless processor located in Los Angeles, California, and Spartan Steel Coating, LLC (Spartan), a consolidated joint venture which operates a cold-rolled hot dipped galvanizing line. For the first nine months of fiscal 2010 and for fiscal 2009 and fiscal 2008, the percentage of consolidated net sales generated by the Steel Processing business segment was approximately 49%, 45% and 48%, respectively.

Worthington Steel is one of the largest independent intermediate processors of flat-rolled steel in the United States. It occupies a niche in the steel industry by focusing on products requiring exact specifications. These products cannot typically be supplied as efficiently by steel mills or end-users of these products.

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The Steel Processing business segment, including Spartan, owns and operates eight manufacturing facilities one facility in each of California, Indiana, Maryland and Michigan and four facilities in Ohio and leases one manufacturing facility in Alabama.

Worthington Steel serves approximately 1,200 customers from these facilities, principally in the automotive, construction, lawn and garden, hardware, furniture, office equipment, electrical control, tubing, leisure and recreation, appliance, agricultural, HVAC, container, and aerospace markets. Automotive-related customers have historically represented approximately half of this business segment s net sales.

Worthington Steel buys coils of steel from integrated steel mills and mini-mills and processes them to the precise type, thickness, length, width, shape, temper and surface quality required by customer specifications. Computer-aided processing capabilities include, among others:

- pickling, a chemical process using an acidic solution to remove surface oxide which develops on hot-rolled steel;
- slitting, which cuts steel to specific widths;
- cold reducing, which achieves close tolerances of thickness and temper by rolling;
- hot-dipped galvanizing, which coats steel with zinc and zinc alloys through a hot-dipped process;
- hydrogen annealing, a thermal process that changes the hardness and certain metallurgical characteristics of steel;
- cutting-to-length, which cuts flattened steel to exact lengths;
- tension leveling, a method of applying pressure to achieve precise flatness tolerances for steel;
- edging, which conditions the edges of the steel by imparting round, smooth or knurled edges;
- non-metallic coating, including dry lubrication, acrylic and paint; and
- configured blanking, which stamps steel into specific shapes;

Worthington Steel also toll processes steel for steel mills, large end-users, service centers, and other processors. Toll processing is different from our typical steel processing business in that the mill, end-user or other party retains title to the steel and has the responsibility for selling the end product. Toll processing enhances Worthington Steel s participation in the market for wide sheet steel and large standard orders, which is a market generally served by steel mills rather than by intermediate steel processors.

Metal Framing

The Metal Framing business segment, consisting of the Dietrich Metal Framing business unit, designs and produces metal framing components and systems and related accessories for the commercial and residential construction markets principally within the United States. For the first nine months of fiscal 2010 and for fiscal 2009 and fiscal 2008, the percentage of consolidated net sales generated by the Metal Framing business segment was approximately 18%, 25% and 26%, respectively.

Metal Framing products include steel studs and track, floor and wall system components, roof trusses and other building product accessories, such as metal corner bead, lath, lath accessories, clips, fasteners and vinyl bead and trim.

The Metal Framing business segment has 14 operating facilities located throughout the United States, with one facility in each of Colorado, Florida, Georgia, Hawaii, Indiana, Kansas, Maryland and New Jersey and two facilities in each of California, Ohio and Texas.

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Dietrich is the largest metal framing manufacturer in the United States, supplying approximately one-third of the metal framing products sold in the United States. Dietrich serves approximately 3,900 customers, primarily consisting of wholesale distributors, commercial and residential building contractors, and mass merchandisers.

Pressure Cylinders

The Pressure Cylinders business segment consists of the Worthington Cylinder business unit, and includes Structural Composites Industries, LLC, a leading manufacturer of U.S. Department of Transportation-approved lightweight, aluminum-lined, composite-wrapped high-pressure cylinders. For the first nine months of fiscal 2010 and for fiscal 2009 and fiscal 2008, the percentage of consolidated net sales generated by Worthington Cylinders was approximately 25%, 20% and 19%, respectively.

Worthington Cylinders operates ten manufacturing facilities, with three facilities in Ohio and one facility in each of California, Mississippi, Wisconsin, Austria, Canada, the Czech Republic and Portugal.

The Pressure Cylinders business segment produces a diversified line of pressure cylinders, including low-pressure liquefied petroleum gas (LPG) and refrigerant gas cylinders, high-pressure and industrial/specialty gas cylinders, aluminum-lined, composite-wrapped high-pressure cylinders, airbrake tanks, and certain consumer products. LPG cylinders are sold to manufacturers, distributors and mass merchandisers and are used to hold fuel for gas barbecue grills, recreational vehicle equipment, residential and light commercial heating systems, industrial forklifts, propane-fueled camping equipment, hand held torches and commercial/residential cooking (the latter, generally outside North America). Refrigerant gas cylinders are sold primarily to major refrigerant gas producers and distributors and are used to hold refrigerant gases for commercial, residential and automotive air conditioning and refrigeration systems. High-pressure and industrial/specialty gas cylinders are sold primarily to gas producers and distributors as containers for gases used in cutting and welding metals, breathing (medical, diving and firefighting), semiconductor production, beverage delivery and compressed natural gas systems. Worthington Cylinders also produces recovery tanks for refrigerant gases, air reservoirs for truck and trailer original equipment manufacturers, and Balloon Time® helium kits which include non-refillable cylinders. While a large percentage of cylinder sales are made to major accounts, Worthington Cylinders has approximately 2,000 customers.

Worthington Cylinders produces low-pressure steel cylinders with refrigerant capacities of 15 to 1,000 pounds and steel and aluminum cylinders with LPG capacities of 14.1 ounces to 420 pounds. Low-pressure cylinders are produced by precision stamping, drawing, welding and/or brazing component parts to customer specifications. They are then tested, painted and packaged, as required. High-pressure steel cylinders are manufactured by several processes, including deep drawing, tube spinning and billet piercing.

In the United States and Canada, high-pressure and low-pressure cylinders are primarily manufactured in accordance with United States Department of Transportation and Transport Canada specifications. Outside the United States and Canada, cylinders are manufactured according to European norm specifications, as well as various other international standards.

Other

The Other category consists of business segments that do not meet the materiality tests for purposes of separate disclosure and other corporate related entities. These business segments are Automotive Body Panels, Steel Packaging, Worthington Mid-Rise Construction, Worthington Military Construction and Worthington Stairs.

The Automotive Body Panels business segment consists of The Gerstenslager Company (Gerstenslager), which is ISO/TS 16949:2002 and ISO14001 certified. Gerstenslager provides stamping, blanking, assembly, painting, packaging, die management, warehousing, distribution management and other services to customers,

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primarily in the automotive industry. Gerstenslager operates two facilities in Ohio. Gerstenslager is a major supplier to the automotive past-model year market and manages more than 3,600 finished good part numbers and more than 12,500 stamping dies/fixture sets for the past- and current-model year automotive and truck manufacturers, both domestic and transplant.

The Steel Packaging business segment consists of Steelpac, which is an ISO-9001: 2000 certified manufacturer of engineered, recyclable steel shipping solutions. Steelpac operates three facilities, with one facility in each of Indiana, Ohio and Pennsylvania. Steelpac designs and manufactures reusable custom platforms, racks and pallets made of steel for supporting, protecting and handling products throughout the shipping process for industries such as automotive, lawn and garden and recreational vehicles.

The Worthington Mid-Rise Construction business segment, located in Cleveland, Ohio, designs, supplies and builds mid-rise light-gauge steel framed commercial structures and multi-family housing units.

The Worthington Military Construction business segment, located in Franklin, Tennessee, is involved in the supply and construction of metal framing products for, and in the framing of, single family housing, with a focus on military housing.

The Worthington Stairs business segment, located in Akron, Ohio, is a manufacturer of pre-engineered steel egress stair solutions.

Joint Ventures

As part of a strategy to selectively develop new products, markets and technological capabilities and to expand an international presence, while mitigating the risks and costs associated with those activities, Worthington participates in one consolidated joint venture and seven unconsolidated joint ventures.

Consolidated Joint Venture

Spartan is a 52%-owned consolidated joint venture with Severstal North America, Inc. (Severstal), located in Monroe, Michigan. It operates a cold-rolled, hot-dipped galvanizing line for toll processing steel coils into galvanized and galvannealed products intended primarily for the automotive industry. Spartan s financial results are fully consolidated into the Steel Processing business segment. The equity owned by Severstal is shown as noncontrolling interest on the Company s consolidated balance sheets and Severstal s portion of net earnings is included as net earnings attributable to noncontrolling interest in the Company s consolidated statements of earnings.

Unconsolidated Joint Ventures

LEFCO Worthington, LLC (LEFCO Worthington), a 49%-owned joint venture with LEFCO Industries, LLC, is a minority business enterprise which offers engineered wooden crates, specialty pallets and steel rack systems for a variety of industries. LEFCO Worthington operates one manufacturing facility in Cleveland, Ohio.

Serviacero Planos, S.A. de C.V. (Serviacero Worthington), a 50%-owned joint venture with Inverzer, S.A. de C.V., operates three facilities in Mexico, one each in Leon, Queretaro, and Monterrey. Serviacero Worthington provides steel processing services such as slitting, multi-blanking and cutting-to-length to customers in a variety of industries including automotive, appliance, electronics and heavy equipment.

TWB Company, L.L.C. (TWB), a 45%-owned joint venture with ThyssenKrupp Steel North America, Inc., is a leading North American supplier of tailor welded blanks. TWB produces laser-welded blanks for use in the automotive industry for products such as inner-door panels, bodysides, rails and pillars. TWB operates facilities in: Prattville, Alabama; Monroe, Michigan; and Puebla, Ramos Arizpe (Saltillo) and Hermosillo, Mexico.

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Worthington Armstrong Venture (WAVE), a 50%-owned joint venture with Armstrong Ventures, Inc., a subsidiary of Armstrong World Industries, Inc., is one of the three largest global manufacturers of suspension grid systems for concealed and lay-in panel ceilings used in residential ceiling markets. It competes with the two other global manufacturers and numerous smaller manufacturers. WAVE operates eight facilities in five countries: Aberdeen, Maryland; Benton Harbor, Michigan; and North Las Vegas, Nevada, within the United States; Shanghai, the Peoples Republic of China; Team Valley, United Kingdom; Prouvy, France; Marval, Pune, India; and Madrid, Spain.

Worthington Specialty Processing (WSP), a 51%-owned joint venture with U.S. Steel, operates three steel processing facilities located in Canton, Jackson and Taylor, Michigan, which are managed by Worthington Steel. WSP serves primarily as a toll processor for U.S. Steel and others. Its services include slitting, blanking, cutting-to-length, laser welding, tension leveling and warehousing.

DMFCWBS, LLC (Clark JV) is a 50%-owned joint venture with ClarkWestern Building Systems, Inc. The purpose of Clark JV is to develop, test and obtain approvals for metal framing and stud designs and to develop, own and license intellectual property related to such designs. Clark JV will not manufacture or sell any products, but will license its designs to its members and possibly to third parties.

Samuel Steel Pickling Company (Samuel Steel), a 31.25%-owned joint venture with Samuel Manu-Tech Pickling Inc., operates a steel pickling facility in Twinsburg, Ohio.

Transformation Plan

In the first quarter of fiscal 2008, we announced the initiation of a Transformation Plan (the Plan) with the overall goal to increase our sustainable earnings potential, asset utilization and operational performance. The Plan is being implemented over a three-year period and focuses on cost reduction, margin expansion and organizational capability improvements and, in the process, seeks to drive excellence in three core competencies: sales; operations; and supply chain management. The Plan is comprehensive in scope and includes aggressive diagnostic and implementation phases in the Steel Processing and Metal Framing business segments.

We retained a consulting firm to assist in the development and implementation of the Plan. The services provided by this firm included diagnostic tools, performance improvement technologies, project management techniques, benchmarking information and insights that directly related to the Plan. We also formed internal transformation teams who are dedicated to the Plan efforts and who had assumed responsibility for executing the Plan as of May 31, 2009.

In our Steel Processing business segment, we have completed the diagnostic and implementation phases (the Transformation Study) at five of our facilities. In our Metal Framing business segment, we have completed the diagnostic phase at six facilities and the implementation phase at five of those facilities. We anticipate that we will have substantially completed the Transformation Study at an additional six Metal Framing and three Steel Processing facilities by December 31, 2010.

Plan initiatives executed to date include facility closings, head count reductions, other cost reductions, an enhanced and more focused commercial sales effort, improved operating efficiencies, a consolidated sourcing and supply chain strategy and a continued emphasis on safety. We have seen positive results from these efforts; however, their impact has been dampened by the negative impact of the economic recession.

As of February 28, 2010, we had recorded a total of $64.9 million of restructuring charges associated with the Plan: $18.1 million was incurred during the fiscal year ended May 31, 2008 (fiscal 2008); $43.0 million was incurred during the fiscal year ended May 31, 2009 (fiscal 2009); and $3.7 million was incurred during the first nine months of the fiscal year ending May 31, 2010 (fiscal 2010). We expect to incur continuing

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restructuring charges relating to completing the Transformation Study at the additional Metal Framing and Steel Processing facilities, which should decline over the coming quarters. The need for other restructuring charges will depend largely on recommendations developed from the Transformation Study.

Recent Developments

On June 1, 2009, we purchased substantially all of the assets of Piper Metal Forming Corporation, U.S. Respiratory, Inc. and Pacific Cylinders, Inc. (collectively, Piper) for cash of $9.7 million. Piper is a leading manufacturer of aluminum high pressure cylinders and impact extruded steel and aluminum parts, serving the medical, automotive, defense, oil services and other commercial markets, with one manufacturing location in New Albany, Mississippi. Piper operates as part of our Pressure Cylinders business segment. Piper s aluminum products increase our line of industrial gas product offerings and present an opportunity to increase our participation in the growing medical market.

On September 3, 2009, we acquired the membership interests of Structural Composites Industries, LLC (SCI) for cash of $24.4 million. SCI is a leading manufacturer of U.S. Department of Transportation-approved lightweight, aluminum-lined, composite-wrapped high pressure cylinders used in commercial, military, marine and aerospace applications. Product lines include cylinders for alternative fuel vehicles using natural gas or hydrogen, self-contained breathing apparatus, aviation oxygen and escape slides, military applications, home oxygen therapy and advanced and cryogenic structures. SCI operates as part of our Pressure Cylinders business segment. The acquisition of SCI allows us to continue to grow the Pressure Cylinders business and provides an entry into weight critical applications, further broadening the portfolio beyond the business segment s original, core markets.

On February 1, 2010, we acquired the steel processing assets of Gibraltar Industries, Inc. and its subsidiaries (collectively, Gibraltar) for cash of $29.0 million. Those assets are now operated within our Steel Processing business segment. The acquisition will expand the capabilities of Worthington Steel s cold-rolled strip business and its ability to service the needs of new and existing customers. The assets acquired were Gibraltar s Cleveland, Ohio facility, equipment and inventory of Gibraltar s Buffalo, New York facility and a warehouse in Detroit, Michigan. Also acquired was the stock of Cleveland Pickling, Inc., whose only asset is a 31.25% interest in Samuel Steel, a joint venture which operates a steel pickling facility in Twinsburg, Ohio.

Corporate Information

Our principal executive offices are located at 200 Old Wilson Bridge Road, Columbus, Ohio 43085, and our telephone number is (614) 438-3210. Our common shares are traded on the New York Stock Exchange under the symbol WOR. We maintain a website at www.worthingtonindustries.com where general information about us is available. The information on our website is not a part of this prospectus supplement or the accompanying prospectus.

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The Offering

The summary below sets forth some of the principal terms of the notes and is not intended to be complete. It does not contain all of the information that is important to you. For a more complete discussion of the notes, please refer to the Description of Notes section in this prospectus supplement and the Description of Debt Securities section in the accompanying prospectus.

Issuer	Worthington Industries, Inc.
Notes Offered	$150,000,000 aggregate principal amount of % Notes due 2020.
Maturity	The notes will mature on , 2020.
Interest	% per year.
Interest Payment Dates	We will pay interest on the notes on April 15 and October 15 of each year, commencing October 15, 2010.
Ranking	The notes will be senior unsecured obligations of Worthington and will rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness and senior in right of payment to all of our future subordinated indebtedness. In addition, the notes will be structurally subordinated to all of our subsidiaries obligations and effectively subordinated to all of our secured obligations, to the extent of the assets securing such obligations.

At February 28, 2010, after giving effect to the use of proceeds from this offering as described under the heading Use of Proceeds, Worthington would have had approximately $161 million of indebtedness ranking equally in right of payment with the notes and our subsidiaries would have had aggregate balance sheet liabilities of approximately $335 million, excluding intercompany obligations.

Optional Redemption	We may redeem the notes prior to maturity, in whole or in part, at any time at a redemption price equal to the greater of the principal amount of such notes and the make-whole price described under the heading Description of Notes Optional Redemption plus, in either case, accrued interest on the principal amount being redeemed to the date of redemption.
Change of Control Triggering Event	If a change of control triggering event occurs and we have not previously exercised our right to redeem all of the outstanding notes, each holder of notes will have the right to require us to purchase all or a portion of such holder s notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the date of purchase. See Description of Notes Purchase upon a Change of Control Triggering Event.
Covenants	The indenture governing the notes contains covenants that, with certain exceptions, limit our ability to incur certain liens, enter into

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sale/leaseback transactions and merge, consolidate or sell all or substantially all of our assets. See Description of Notes Certain Covenants in this prospectus supplement and Description of Debt Securities Consolidation, Merger, and Sale of Assets in the accompanying prospectus.

Form of Notes	The notes will be represented by one or more global securities registered in the name of Cede & Co., the nominee of The Depository Trust Company.
Use of Proceeds	We expect to receive net proceeds, after deducting underwriting discounts but before deducting other offering expenses, of approximately $ from this offering. We intend to use the net proceeds from this offering to repay a portion of our borrowings under our revolving credit facility and amounts outstanding under our revolving trade accounts receivable securitization facility. See Use of Proceeds.
Conflicts of Interest	As described in Use of Proceeds, some of the net proceeds of this offering will be used to pay down borrowings under our revolving credit facility. Because more than 5% of the proceeds of this offering, not including underwriting compensation, will be received by affiliates of the underwriters in this offering, this offering is being conducted in compliance with the NASD Rule 2720, as administered by the Financial Industry Regulatory Authority (FINRA). Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering, as the offering is of a class of securities rated Baa or better by Moody s rating service or Bbb or better by Standard & Poor s rating service or rated in a comparable category by another rating service acceptable to FINRA.
No Public Market	The notes are a new issue of securities for which there is currently no established trading market. We do not intend to apply for a listing of the notes on any national securities exchange.
Trustee and Paying Agent	U.S. Bank National Association.
Risk Factors	An investment in the notes involves risks. See the Risk Factors section beginning on page S-13 of this prospectus supplement, as well as the risk factors disclosed in the accompanying prospectus and the documents incorporated by reference, for a discussion of factors you should carefully consider before deciding to invest in the notes.

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Summary Financial Information

In the table below, we provide you with our summary financial information, which is derived from our consolidated financial statements. Results for the interim periods are not necessarily indicative of the results that might be expected for any other interim period or for an entire year. The information is only a summary and should be read together with the financial information incorporated by reference in this prospectus supplement. See Where You Can Find More Information and Incorporation of Certain Documents by Reference.

	Nine Months Ended February 28,		Fiscal Year Ended May 31,		
	2010	2009	2009	2008	2007
	(In thousands, except per share amounts)				
Net sales	$ 1,316,621	$ 2,159,697	$ 2,631,267	$ 3,067,161	$ 2,971,808
Cost of goods sold	1,142,474	2,022,293	2,456,533	2,711,415	2,610,177
Gross margin	174,147	137,404	174,734	355,746	361,631
Selling, general and administrative expense	155,642	159,520	210,046	231,602	232,487
Impairment of long-lived assets	35,409	96,943	96,943		
Restructuring and other expense	3,740	36,997	43,041	18,111	
Operating income (loss)	(20,644)	(156,056)	(175,296)	106,033	129,144
Other income (expense):					