

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 Maximum Offering Price Per Share (3)	Proposed Maximum 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

\*

\*

Ronna Romney  
Director

Kevin R. Greene  
Director

\*

\*

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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