

NACCO INDUSTRIES INC

Form S-8

May 19, 2010

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As filed with the Securities and Exchange Commission on May 19, 2010.

Registration No.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
Under The Securities Act of 1933
NACCO INDUSTRIES, INC.
(Exact Name of Registrant as Specified in Its Charter)**

| | |
|---|---|
| <p style="text-align: center;">Delaware (State or Other Jurisdiction of Incorporation or Organization)</p> | <p style="text-align: center;">34-1505819 (I.R.S. Employer Identification No.)</p> |
| <p>5875 Landerbrook Drive, Cleveland, OH 44124 (Address of Principal Executive Offices Including Zip Code)</p> | |

NACCO Industries, Inc. Executive Long-Term Incentive Compensation Plan
(Full Title of the Plan)

Charles A. Bittenbender, Esq.
Vice President, General Counsel and Secretary
NACCO Industries, Inc.
5875 Landerbrook Drive
Cleveland, Ohio 44124-4017
(440) 449-9600

(Name, Address and Telephone Number 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 type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|--|--|---|--|

CALCULATION OF REGISTRATION FEE

| Title 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 |
|--|-----------------------------------|---|---|----------------------------|
| Class A Common Stock, par value \$1.00 per share | 174,044 | \$ 101.80 | \$ 17,717,679.20 | \$ 1,263.27 |

- (1) Represents maximum number of shares of Class A Common Stock of NACCO Industries, Inc. (the Registrant), par value \$1.00 per share (Class A Common Stock), issuable pursuant to the NACCO Industries, Inc. Executive Long-Term Incentive Compensation Plan (the Plan), being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act), this Registration Statement also covers such additional shares of Class A Common Stock as may become issuable pursuant to the anti-dilution 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 New
York Stock
Exchange on
May 12, 2010,
within five
business days
prior to filing.

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PART II

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EX-24.1

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The contents of the registration statement on Form S-8 (Registration No. 333-139268), as filed with the Securities and Exchange Commission on December 12, 2006 to register shares of Class A Common Stock to be issued under 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 174,044 shares of Class A Common Stock under the Plan, such that when added to the remaining number of shares of Class A Common Stock previously registered under the Securities Act equals a total of 300,000 shares of Class A Common Stock registered under the Securities Act and available for issuance under the Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit Number | Description |
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| 4.1 | Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 3(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, Commission File Number 1-9172. |
| 4.2 | Amended and Restated By-laws of the Registrant are incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on August 7, 2008, Commission File Number 1-9172. |
| 4.3 | Stockholders' Agreement, dated as of March 15, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 2 to the Schedule 13D filed on March 29, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.4 | Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 4 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.5 | Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 5 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.6 | Amendment to Stockholders' Agreement, dated as of November 17, 1990, among the signatories thereto, the Registrant, and Ameritrust Company National Association, as depository, is incorporated herein by reference to Amendment No. 2 to the Schedule 13D filed on March 18, 1991 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |

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| 4.7 | Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.8 | Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.9 | Amendment to Stockholders Agreement, dated as of April 9, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.10 | Amendment to Stockholders Agreement, dated as of December 26, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.11 | Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.12 | Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |

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| 4.13 | Amendment to Stockholders Agreement, dated as of March 30, 2000, by and among First Chicago Trust Company of New York, the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.14 | Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.15 | Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.16 | Amendment to Stockholders Agreement, dated as of February 14, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.17 | Amendment to Stockholders Agreement, dated as of December 26, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.18 | Amendment to Stockholders Agreement, dated as of February 11, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |

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| 4.19 | Amendment to Stockholders Agreement, dated as of October 24, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.20 | Amendment to Stockholders Agreement, dated as of December 30, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.21 | Amendment to Stockholders Agreement, dated as of December 28, 2004, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit 4.23 to the Registration Statement on Form S-4, filed by the Registrant on January 12, 2005, Registration Statement No. 333-121996. |
| 4.22 | Amendment to Stockholders Agreement, dated as of February 7, 2005, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit 4.24 to the Pre-Effective Amendment No. 1 to the Registration Statement on Form S-4, filed by the Registrant on February 7, 2005, Registration Statement No. 333-121996. |
| 4.23 | Amendment to Stockholders Agreement, dated as of March 24, 2006, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 15 to the Schedule 13D filed on February 14, 2008, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.24 | Amendment to Stockholders Agreement, dated as of September 19, 2007, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 15 to the Schedule 13D filed on February 14, 2008, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.25 | Amendment to Stockholders Agreement, dated as of November 13, 2008, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 16 to the Schedule 13D filed on February 13, 2009, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |

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| 4.26 | Amendment to Stockholders Agreement, dated as of November 26, 2008, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 16 to the Schedule 13D filed on February 13, 2009, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.27 | Amendment to Stockholders Agreement, dated as of November 27, 2009, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 17 to the Schedule 13D filed on February 16, 2010, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.28 | NACCO Industries, Inc. Executive Long-Term Incentive Compensation Plan, as amended and restated, effective as of February 1, 2010, is incorporated herein by reference to Appendix A to the Registrant's Definitive Proxy Statement, filed by the Registrant on March 26, 2010, Commission File Number 1-9172. |
| 23.1 | Consent of Ernst & Young LLP. |
| 24.1 | 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, on May 19, 2010.

NACCO INDUSTRIES, INC.

By: /s/ Charles A. Bittenbender
Charles A. Bittenbender
Vice President, General Counsel and
Secretary

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Date: May 19, 2010

*

Alfred M. Rankin, Jr.
Chairman, President, Chief
Executive Officer and Director
(Principal Executive Officer)

Date: May 19, 2010

*

Kenneth C. Schilling
Vice President and Controller
(Principal Financial and Accounting
Officer)

Date: May 19, 2010

*

Owsley Brown II
Director

Date: May 19, 2010

*

Dennis W. LaBarre
Director

Date: May 19, 2010

*

Richard de J. Osborne
Director

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Date: May 19, 2010 *

Michael E. Shannon
Director

Date: May 19, 2010 *

Britton T. Taplin
Director

Date: May 19, 2010 *

David F. Taplin
Director

Date: May 19, 2010 *

John F. Turben
Director

Date: May 19, 2010 *

Eugene Wong
Director

* This registration statement has been signed on behalf of the above officers and directors by Charles A. Bittenbender, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this registration statement.

DATED: May 19, 2010

By: /s/ Charles A. Bittenbender
Charles A. Bittenbender
Attorney-in-Fact

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| | Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
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