

TITANIUM METALS CORP
Form S-8 POS
January 11, 2013

As filed with the Securities and Exchange Commission on January 10, 2013

Registration No. 333-151101

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Titanium Metals Corporation

(Exact Name of Registrant as Specified in its Charter)

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Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

13-5630895
(I.R.S. Employer
Identification Number)

Titanium Metals Corporation

5430 LBJ Freeway, Suite 1700

Dallas, Texas 75240-2697

(Address of Principal Executive Offices)

Titanium Metals Corporation 2008 Long-Term Incentive Plan

(Full Title of the Plan)

Roger A. Cooke

Senior Vice President, General Counsel and Secretary

Titanium Metals Corporation

c/o Precision Castparts Corp.

4650 S.W. Macadam Ave., Suite 400

Portland, Oregon 97239-4262

(503) 946-4800

(Name and address of agent for service)

With copies to:

Ruth Beyer, Esq.

Doron Lipshitz, Esq.

Jason Brauser, Esq.

David Schultz, Esq.

Stoel Rives LLP

O Melveny & Myers LLP

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Portland, Oregon 97204-1268

New York, NY 10036

(503) 224-3380

(212) 326-2000

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

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-151101) of Titanium Metals Corporation (the **Registrant**), pertaining to the registration of 500,000 shares of the Registrant's common stock, \$0.01 par value per share (**Common Stock**), issuable under the Registrant's 2008 Long-Term Incentive Plan, which was filed with the Securities and Exchange Commission on May 22, 2008.

Pursuant to an Agreement and Plan of Merger dated November 9, 2012, among Precision Castparts Corp., an Oregon corporation (**Parent**), ELIT Acquisition Sub Corp., a Delaware corporation and a wholly owned subsidiary of Parent (**Purchaser**), and the Registrant, Parent acquired the Registrant by means of a tender offer by Purchaser for all of the outstanding shares of the Registrant's common stock, par value \$0.01 per share (the **Common Stock**), followed by the merger of Purchaser with and into the Registrant (the **Merger**), with the Registrant continuing as the surviving corporation. The Merger became effective on January 7, 2013.

In connection with the closing of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Registrant hereby removes from registration the shares of Common Stock registered but not sold under the Registration Statement.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon on January 10, 2013.

TITANIUM METALS CORPORATION

By: /s/ Shawn R. Hagel
Shawn R. Hagel
Executive Vice President, Chief Financial
Officer and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Shawn R. Hagel	Executive Vice President, Chief Financial Officer, Assistant Secretary and Director	January 10, 2013
Shawn R. Hagel	(Principal Financial Officer)	
/s/ Steven G. Hackett	President and Director	January 10, 2013
Steven G. Hackett	(Principal Executive Officer)	
/s/ Roger A. Cooke	Senior Vice President, General Counsel, Secretary and Director	January 10, 2013
Roger A. Cooke		