

WORTHINGTON INDUSTRIES INC  
Form S-8 POS  
June 29, 2016

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As filed with the Securities and Exchange Commission on June \_\_, 2016  
Registration No. 333-196733

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

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WORTHINGTON INDUSTRIES, INC.  
(Exact name of Registrant as specified in its charter)

Ohio 31-1189815  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

200 Old Wilson Bridge Road, Columbus, Ohio 43085  
(Address of Principal Executive Offices) (Zip Code)

TWB Company, LLC Deferred Profit Sharing Plan, as Amended and Restated  
(Full title of the plan)

Dale T. Brinkman, Esq.  
Vice President – Administration,  
General Counsel and Secretary  
Worthington Industries, Inc.  
200 Old Wilson Bridge Road  
Columbus, Ohio 43085  
Tel. No.: (614) 438-3001  
(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:  
Elizabeth Turrell Farrar, Esq.  
Vorys, Sater, Seymour and Pease LLP  
52 East Gay Street  
Columbus, Ohio 43215  
Tel. No.: (614) 464-5607

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    £  
(Do not check if a smaller reporting company)

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AMENDMENT TO REMOVE CERTAIN SECURITIES FROM REGISTRATION

Worthington Industries, Inc. (“Registrant” or the “Company”) is filing this Post-Effective Amendment No. 1 to Registration Statement to deregister certain common shares, without par value (“Common Shares”), originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on June 13, 2014, File No. 333-196733, with respect to 100,000 of the Registrant’s Common Shares, and an indeterminate amount of participation interests, to be offered or sold pursuant to the TWB Company, LLC Deferred Profit Sharing Plan, as Amended and Restated (the “Plan”).

Effective November 3, 2014, the Plan was merged into the Worthington Industries, Inc. Deferred Profit Sharing Plan.

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed to amend the Registration Statement to remove from registration all the Registrant’s Common Shares, as well as participation interests, registered for offering or sale pursuant to the Plan, which remain unsold and unissued under the merger of the Plan. No shares are outstanding under the Plan and none will be granted under the Plan in the future.

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SIGNATURES

The Registrant. 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on June 27, 2016.

WORTHINGTON INDUSTRIES, INC.

By: /s/John P. McConnell  
John P. McConnell, Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on June 27, 2016.

<u>Signature</u>	<u>Title</u>
/s/ John P. McConnell John P. McConnell	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ B. Andrew Rose B. Andrew Rose	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Richard G. Welch Richard G. Welch	Controller (Principal Accounting Officer)
* Kerrii B. Anderson	Director
* John B. Blystone	Director

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Signature Title

\* Director  
Mark C. Davis

\* Director  
Michael J. Endres

\* Director  
Ozey K. Horton, Jr.

\* Director  
Peter Karmanos, Jr.

\* Director  
Carl A. Nelson, Jr.

\* Director  
Sidney A. Ribeau

\* Director  
Mary Schiavo

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\* The undersigned, by signing his name hereto, does hereby sign this Post-Effective Amendment No. 1 to Form S-8 Registration Statement on behalf of each of the directors of the Registrant identified above pursuant to powers of attorney executed by the directors identified above, which powers of attorney are filed with this Post-Effective Amendment No. 1 to Form S 8 Registration Statement as Exhibit 24.

\*By: /s/ John P. McConnell                      Date: June 27, 2016  
John P. McConnell, Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administered the TWB Company, LLC Deferred Profit Sharing Plan as Amended and Restated) have duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on June 27, 2016.

TWB COMPANY, LLC  
DEFERRED PROFIT  
SHARING PLAN, as Amended  
and Restated

By: Worthington Industries, Inc.  
Deferred Profit Sharing Plan,  
successor by merger

By Administrative Committee,  
Plan Administrator

By: /s/ Dale T. Brinkman  
Dale T. Brinkman, Member

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INDEX TO EXHIBITS

Exhibit No. Description

24 Powers of Attorney of Directors and Certain Executive Officers of Worthington Industries, Inc. (Filed herewith)

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