

CASTLE A M & CO

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/13/11

Address	3400 N WOLF RD FRANKLIN PARK, IL 60131
Telephone	7084557111
CIK	0000018172
Symbol	CAS
SIC Code	5051 - Metals Service Centers and Offices
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

A. M. CASTLE & CO.

(Exact name of Registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of incor poration of organization)

36-0879160
(I.R.S. Employer Identification No.)

3400 North Wolf Road
Franklin Park, Illinois 60131
(Address and Zipcode of Principal Executive Offices)

2008 A. M. CASTLE & CO. OMNIBUS INCENTIVE PLAN
(formerly known as the A. M. Castle & Co. 2008 Restricted Stock, Stock Option and Equity Compensation Plan)
(Full title of the plan)

Robert J. Perna
Vice President, General Counsel and Secretary
A. M. Castle & Co.
3400 North Wolf Road
Franklin Park, Illinois 60131

(Name and address of agent for service)

Copy to:
Helen R. Friedli, P.C.
McDermott Will & Emery LLP
227 West Monroe Street
Chicago, Illinois 60606

(847) 455-7111
(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
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

<u>Title of Securities to be Registered</u>	<u>Amount to be registered (1)</u>	<u>Proposed maximum offering price per share (2)</u>	<u>Proposed maximum aggregate offering price (2)</u>	<u>Amount of registration fee</u>
Common Stock, par value \$0.01 per share	750,000 shares	\$18.00	\$13,500,000	\$1,567.35

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- (1) This Registration Statement covers 750,000 shares of the Registrant's Common Stock under the 2008 A. M. Castle & Co. Omnibus Incentive Plan (formerly known as the A. M. Castle & Co. 2008 Restricted Stock, Stock Option and Equity Compensation Plan) (as amended, the "Plan"). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended ("Securities Act"), this Registration Statement also relates to such indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon \$18.00 per share, which is the average of the high and low sales prices of the Registrant's Common Stock reported on the New York Stock Exchange on May 9, 2011.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement relates to the 2008 A. M. Castle & Co. Omnibus Incentive Plan (formerly known as the A. M. Castle & Co. 2008 Restricted Stock, Stock Option and Equity Compensation Plan) which was amended and restated as of April 28, 2011, among other things, to increase the number of shares of Common Stock authorized and reserved for issuance thereunder by 750,000 shares. Pursuant to General Instruction E of Form S-8, the Registration Statement on Form S-8 relating to the plan (File No. 333-154915) filed by the Registrant with the Securities and Exchange Commission is incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

Robert J. Perna, Vice President, General Counsel and Secretary of the Registrant, has delivered an opinion to the effect that the shares of Common Stock covered by this Registration Statement when issued will be legally issued, fully paid and non-assessable. As of the date hereof, Mr. Perna beneficially owns 12,275 shares of the Registrant's Common Stock and has options to acquire an additional 13,200 shares of the Registrant's Common Stock.

Item 8. Exhibits .

Reference is made to the Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Franklin Park, State of Illinois, on May 13, 2011.

A. M. CASTLE & CO.

By: /s/ Michael H. Goldberg
Name: Michael H. Goldberg
Title: President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, Michael H. Goldberg and Robert J. Perna, and each of them, his or her true and lawful attorneys-in-fact and agents, for him or her and in his or her name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 13, 2011.

Signature	Title
<u>/s/ Michael H. Goldberg</u> Michael H. Goldberg	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Scott F. Stephens</u> Scott F. Stephens	Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Patrick R. Anderson</u> Patrick R. Anderson	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Brian P. Anderson</u> Brian P. Anderson	Director and Chairman of the Board
<u>/s/ Thomas A. Donahoe</u> Thomas A. Donahoe	Director
<u>/s/ Ann M. Drake</u> Ann M. Drake	Director
<u>/s/ Patrick J. Herbert, III</u> Patrick J. Herbert, III	Director
<u>/s/ Terrence J. Keating</u> Terrence J. Keating	Director
<u>/s/ James D. Kelly</u> James D. Kelly	Director
<u>/s/ Pamela Forbes Lieberman</u> Pamela Forbes Lieberman	Director
<u>/s/ John McCartney</u> John McCartney	Director
<u>/s/ Michael Simpson</u> Michael Simpson	Director

A. M. CASTLE & CO.
EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT

<u>Exhibit Number</u>	<u>Description</u>
4.1	Articles of Incorporation of the Registrant (incorporated herein by reference to Appendix D of the Registrant's Definitive Proxy Statement filed with the Commission on March 23, 2001).
4.2	By-Laws of the Registrant (incorporated herein by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2009 filed with the Commission on July 30, 2009).
5.1	Opinion of General Counsel.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of General Counsel (included in the opinion filed as Exhibit 5.1).
24.1	Powers of Attorney (set forth on signature page).
99.1	2008 A. M. Castle & Co. Omnibus Incentive Plan (formerly known as the A. M. Castle & Co. 2008 Restricted Stock, Stock Option and Equity Compensation Plan) as Amended and Restated as of April 28, 2011 (incorporated herein by reference to Exhibit 10.30 of the Registrant's Current Report on Form 8-K filed with the Commission on May 3, 2011).

May 13, 2011

A. M. Castle & Co.

3400 North Wolf Road
Franklin Park, Illinois 60131

Re: A. M. Castle & Co. Registration Statement on Form S-8

Ladies and Gentlemen:

I have acted as General Counsel to A. M. Castle & Co., a Maryland corporation (the "Company"), in connection with the proposed filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering 750,000 shares (the "Shares") of Common Stock, \$0.01 par value per share, of the Company, for issuance under the 2008 A. M. Castle & Co. Omnibus Incentive Plan (formerly known as the A.M. Castle & Co. 2008 Restricted Stock, Stock Option and Equity Compensation Plan) (as amended and restated, the "Plan").

In connection herewith, I have examined such instruments, documents and records which I have deemed relevant and necessary for the purposes of the opinion expressed herein. In such examination, I have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, I hereby advise you that, in my opinion, all corporate proceedings necessary for the authorization, issuance and delivery of the Shares have been duly taken and, when issued in accordance with the provisions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

I do not express any opinion herein concerning any law other than the General Corporation Law of the State of Maryland, which includes those statutory provisions and the reported judicial decisions interpreting such laws, and I express no opinions with respect to the laws of any other jurisdiction.

I consent to the filing of this opinion as an exhibit to the Registration Statement and I consent to the use of my name wherever it appears in the Registration Statement. In giving this consent, I do not hereby admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

I do not find it necessary for the purposes of this opinion, and accordingly I do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. I assume no obligation to revise or supplement this opinion should the General Corporation Law of the State of Maryland be changed by legislative action, judicial decision or otherwise or any future development cause any change or modification herein.

Very truly yours,

/s/ Robert J. Perna

Robert J. Perna
Vice President, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 11, 2011, relating to the consolidated financial statements of A.M. Castle & Co. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of A.M. Castle & Co. and subsidiaries for the year ended December 31, 2010.

/s/ Deloitte & Touche LLP

Chicago, Illinois

May 13, 2011