

SCHNITZER STEEL INDUSTRIES INC

Form S-8

August 03, 2009

As filed with the Securities and Exchange Commission on August 3, 2009

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

SCHNITZER STEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

OREGON
(State or other jurisdiction of
incorporation or organization)

93-0341923
(IRS Employer
Identification No.)

3200 NW YEON AVE., PO BOX 10047

97210

PORTLAND, OREGON
(Address of Principal Executive Offices)

(Zip Code)

SCHNITZER STEEL INDUSTRIES, INC. 1993 STOCK INCENTIVE PLAN

(Full title of plan)

Richard C. Josephson

Senior Vice President, General Counsel and Secretary

Schnitzer Steel Industries, Inc.

3200 NW Yeon Ave., PO Box 10047

Portland, OR 97210

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (503) 224-9900

Copy to:

Margaret Hill Noto

Stoel Rives LLP

900 SW Fifth Avenue, Suite 2300

Portland, Oregon 97204-1268

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 (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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| Title of Securities | Amount | Proposed | Proposed | Amount of |
|---|-------------------|-----------------------|---------------------------|-------------------------|
| | | Maximum | Maximum | |
| to Be Registered | to Be | Offering Price | Aggregate | Registration Fee |
| Class A Common Stock, \$1.00 par value | Registered | Per Share (1) | Offering Price (1) | Registration Fee |
| | 5,000,000 Shares | \$49.74 | \$248,700,000 | \$13,877.46 |

- (1) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933. The calculation of the registration fee for the shares to be registered is based on \$49.74, which was the average of the high and low prices of the Class A Common Stock on July 29, 2009 as reported on Nasdaq.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

This Registration Statement incorporates the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-21895.

Item 8. Exhibits.

- 5.1 Opinion of Stoel Rives LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Stoel Rives LLP (included in Exhibit 5.1).
- 24.1 Powers of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Portland, State of Oregon on August 3, 2009.

SCHNITZER STEEL INDUSTRIES, INC.

By /s/ RICHARD C. JOSEPHSON
Richard C. Josephson, Senior Vice President,

General Counsel and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on August 3, 2009.

| SIGNATURE | TITLE |
|---|--|
| *TAMARA L. LUNDGREN Tamara L. Lundgren | President, Chief Executive Officer and Director (Principal Executive Officer) |
| *RICHARD D. PEACH RICHARD D. Peach | Vice President-Finance and Treasurer (Principal Financial Officer) |
| *JEFF P. POESCHL Jeff P. Poeschl | Vice President-Corporate Controller (Principal Accounting Officer) |
| *DAVID J. ANDERSON David J. Anderson | Director |
| *ROBERT S. BALL Robert S. Ball | Director |
| *JOHN D. CARTER John D. Carter | Director |
| *WILLIAM A. FURMAN William A. Furman | Director |
| *WAYLAND R. HICKS Wayland R. Hicks | Director |
| *JUDITH JOHANSEN Judith Johansen | Director |
| *WILLIAM D. LARSSON William D. Larsson | Director |
| *SCOTT LEWIS Scott Lewis | Director |
| *KENNETH M. NOVACK Kenneth M. Novack | Director |
| *JEAN S. REYNOLDS Jean S. Reynolds | Director |
| *JILL SCHNITZER EDELSON Jill Schnitzer Edelson | Director |
| *RALPH R. SHAW Ralph R. Shaw | Director |

*By /s/ RICHARD C. JOSEPHSON
Attorney-in-fact, Richard C. Josephson

EXHIBIT INDEX

| EXHIBIT NUMBER | DOCUMENT DESCRIPTION |
|---------------------------|---|
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