

HUTTIG BUILDING PRODUCTS INC

Form S-8

August 06, 2007

As filed with the Securities and Exchange Commission on August 6, 2007

Registration No. 333-

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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**HUTTIG BUILDING PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

43-0334550  
(I.R.S. Employer Identification No.)

555 Maryville University Drive

Suite 240

St. Louis, Missouri 63141

(314) 216-2600

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Huttig Building Products, Inc.**

**2005 Executive Incentive Compensation Plan**

(Effective March 15, 2005, as Amended and Restated Effective February 27, 2007)

(Full title of the Plan)

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**David L. Fleisher**

**Vice President, Chief Financial Officer and Secretary**

**Huttig Building Products, Inc.**

**555 Maryville University Drive**

**Suite 240**

**St. Louis, Missouri 63141**

**(314) 216-2600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**Janice C. Hartman**

**Kirkpatrick & Lockhart Preston Gates Ellis LLP**

**Henry W. Oliver Building**

**535 Smithfield Street**

**Pittsburgh, Pennsylvania 15222**

**(412) 355-6500**

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of each Class of</b>      | <b>Amount to be</b> | <b>Proposed<br/>Maximum<br/>Offering Price</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price</b> | <b>Amount of<br/>Registration Fee</b> |
|------------------------------------|---------------------|--|--|---------------------------------------|
| <b>Securities to be Registered</b> | <b>Registered</b>   | <b>Per Unit</b>                                | <b>Offering Price</b>  | <b>Registration Fee</b>               |
| Common Stock, \$.01 Par Value      | 750,000 shares(1)   | \$ 6.44(2)                                     | \$ 4,830,000(2)  | \$ 148.28                             |

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(1)

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Shares of the registrant's common stock being registered hereby are accompanied by the registrant's preferred share purchase rights. Until the occurrence of certain prescribed events, such rights are not exercisable. Such rights are evidenced by each certificate for common stock and will be transferred along with, and only with, the common stock. No additional fee is payable with respect to such rights.

- (2) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price for the shares is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low sales prices for the common stock on August 2, 2007 as reported by the New York Stock Exchange.
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**PART II**

**INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT**

**REGISTRATION OF ADDITIONAL SECURITIES**

By a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on January 18, 2006, Registration File No. 333-131090, Huttig Building Products, Inc. (the Company), a Delaware corporation, previously registered 675,000 shares of the Company's common stock, par value \$.01 per share, to be offered and sold under the Company's 2005 Executive Incentive Compensation Plan, Effective March 15, 2005, as Amended and Restated Effective February 27, 2007 (the Plan), and the contents of that Registration Statement are incorporated by reference herein. The Company is hereby registering an additional 750,000 shares of its common stock, par value \$.01 per share, issuable under the Plan.

**Item 8. Exhibits.**

The following Exhibits are filed as part of this Registration Statement:

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 4.1                   | 2005 Executive Incentive Compensation Plan, Effective March 15, 2005, as Amended and Restated Effective February 27, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007) |
| +5.1                  | Opinion of Kirkpatrick & Lockhart Preston Gates Ellis LLP   |
| +23.1                 | Consent of KPMG LLP   |
| 23.2                  | Consent of Kirkpatrick & Lockhart Preston Gates Ellis LLP (included as part of Exhibit 5.1)   |
| 24.1                  | Power of Attorney (included on signature page).   |

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+ Filed herewith.

**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, in the County of St. Louis, State of Missouri on August 6, 2007.

HUTTIG BUILDING PRODUCTS, INC.

By: /s/ JON P. VRABELY  
 Name: Jon P. Vrabely  
 Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

Each of the undersigned directors and officers of Huttig Building Products, Inc., a Delaware corporation, does hereby constitute and appoint Jon P. Vrabely and David L. Fleisher, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any one of them, may deem necessary or advisable to enable said Huttig Building Products to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or any one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title   | Date           |
|--|---|----------------|
| /s/ JON P. VRABELY<br>Jon P. Vrabely                 | President, Chief Executive Officer and Director   | August 6, 2007 |
| /s/ DAVID L. FLEISHER<br>David L. Fleisher           | Vice President, Chief Financial Officer and Secretary<br>(Principal Accounting Officer) | August 6, 2007 |
| /s/ R. S. EVANS<br>R. S. Evans                       | Chairman of the Board   | July 23, 2007  |
| /s/ E. THAYER BIGELOW, JR.<br>E. Thayer Bigelow, Jr. | Director  | July 24, 2007  |
| /s/ DORSEY R. GARDNER<br>Dorsey R. Gardner           | Director  | June 28, 2007  |
| /s/ PHILIPPE J. GASTONE<br>Philippe J. Gastone       | Director  | June 26, 2007  |

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|--|----------|---------------|
| /s/ DONALD L. GLASS<br>Donald L. Glass     | Director | June 26, 2007 |
| /s/ RICHARD S. FORTÉ<br>Richard. S. Forté  | Director | June 26, 2007 |
| /s/ MICHAEL A. LUPO<br>Michael A. Lupo     | Director | June 26, 2007 |
| /s/ J. KEITH MATHENEY<br>J. Keith Matheney | Director | June 27, 2007 |
| /s/ DELBERT H. TANNER<br>Delbert H. Tanner | Director | June 26, 2007 |
| /s/ STEVEN A. WISE<br>Steven A. Wise       | Director | June 28, 2007 |

**EXHIBIT INDEX**

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