

CARPENTER TECHNOLOGY CORP  
Form S-8  
June 15, 2012

As filed with the Securities and Exchange Commission on June 15, 2012

Registration No. 00-283780

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**CARPENTER TECHNOLOGY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**23-0458500**  
(I.R.S. Employer  
Identification No.)

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**P.O. Box 14662**

**Reading, PA 19162**

(Address of principal executive offices, including zip code)

**Savings Plan of Carpenter Technology Corporation**

(Full title of the Plan)

**James D. Dee, Vice President, General Counsel & Secretary**

**Carpenter Technology Corporation**

**P.O. Box 14662**

**Reading, PA 19162**

**Steve Schaffer**

**Bryan Cave LLP**

**1201 West Peachtree Street, NW**

**Atlanta, GA 30309**

**Phone: (202) 508-6046**

(Name, address and 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.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$5.00 par value per share	2,500,000 shares (1)	\$43.12 (2)	\$107,800,000 (2)	\$12,353.88

- (1) This Registration Statement covers 2,500,000 shares of common stock, par value \$5.00 per share (the "Common Stock") of Carpenter Technology Corporation, a Delaware corporation, under the Savings Plan of Carpenter Technology Corporation (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of shares of Common Stock that may be offered or issued under the Plan as a result of future stock splits, stock dividends or similar transactions.
- (2) Pursuant to Securities Act Rule 457(c) and (h), the maximum offering price, per share and in the aggregate, was calculated upon the basis of the average of the high and low prices of the Common Stock on June 12, 2012, as reported on the New York Stock Exchange.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed with the Securities and Exchange Commission (the Commission) for the purpose of registering 2,500,000 additional shares of Common Stock of the Registrant to be issued under the Savings Plan of Carpenter Technology Corporation (the Plan). A Registration Statement on Form S-8, Commission File No. 00-283780 (together with any pre- or post-effective amendments thereto, the Prior Registration Statement) was filed with the Commission on May 17, 1983, in respect of the shares of Common Stock to be offered pursuant to the version of the Plan then in effect (known as the Flexible Savings Plan of Carpenter Technology Corporation) and currently is effective. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

**Item 6. Indemnification of Directors and Officers.**

Article 7(a) of the Registrant's Restated Certificate of Incorporation provides for the elimination of liability of directors to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law (the DGCL). Section 102(b)(7) allows a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which the director derived an improper personal benefit.

Article 7(b) of the Registrant's Restated Certificate of Incorporation and Article 6.4 of the Registrant's Bylaws provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by Section 145 of the DGCL. Section 145 provides that a corporation may indemnify any persons, including officers and directors, who are, or are threatened to be made, parties to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and had no reasonable cause to believe his/her conduct was unlawful.

Section 145 of the DGCL further provides that a corporation may indemnify officers and directors in actions by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the person is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify that person against expenses actually and reasonably incurred. Under the Registrant's Bylaws, for indemnification purposes, an employee or agent shall be deemed to have acted in good faith only if his or her actions were within the scope of employment as defined by an agreement with the Registrant or the rules and regulations established by the Registrant or an authorized officer thereof.

The Registrant is a party to indemnity agreements with its directors and certain of its officers, which provide indemnification under certain circumstances for acts and omissions. The Registrant also maintains a directors' and officers' liability insurance policy insuring its directors and officers.

**Item 8. Exhibits.**

Exhibit No.	Description
5.1	Opinion of Bryan Cave LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of ParenteBeard LLC.
23.3	Consent of Bryan Cave LLP (included in Exhibit 5.1).
24.1	Power of Attorney (set forth on signature page hereto).

**Item 9. Undertakings.**

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.
  - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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 City of Reading, State of Pennsylvania, on June 15, 2012.

CARPENTER TECHNOLOGY CORPORATION

By: /s/ James D. Dee  
James D. Dee  
Vice President, General Counsel & Secretary

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William A. Wulfsohn and K. Douglas Ralph, and each of them, his or her true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all 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, granting unto such attorney-in-fact and agent 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 and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ William A. Wulfsohn William A. Wulfsohn	President, Chief Executive Officer and Director (Principal Executive Officer)	June 15, 2012
/s/ K. Douglas Ralph K. Douglas Ralph	Senior Vice President Finance and Chief Financial Officer (Principal Financial Officer)	June 15, 2012
/s/ Thomas F. Cramsey Thomas F. Cramsey	Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 15, 2012
/s/ Gregory A. Pratt Gregory A. Pratt	Chairman and Director	June 15, 2012
/s/ Carl G. Anderson, Jr. Carl G. Anderson, Jr.	Director	June 15, 2012
/s/ Robert R. McMaster Robert R. McMaster	Director	June 15, 2012
/s/ I. Martin Inglis I. Martin Inglis	Director	June 15, 2012
/s/ Peter N. Stephans Peter N. Stephans	Director	June 15, 2012

[Signatures continue on following page]

[Signatures continued from previous page]

/s/ Kathryn C. Turner Kathryn C. Turner	Director	June 15, 2012
Jeffrey Wadsworth	Director	June 15, 2012
/s/ Stephen M. Ward, Jr. Stephen M. Ward, Jr.	Director	June 15, 2012
/s/ Dr. Phillip M. Anderson Dr. Phillip M. Anderson	Director	June 15, 2012