

PARK OHIO HOLDINGS CORP  
Form 8-K  
June 26, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 26, 2012

**Park-Ohio Holdings Corp.**

(Exact name of registrant as specified in its charter)

Ohio

000-03134

34-1867219

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

6065 Parkland Boulevard, Cleveland, Ohio

44124

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

440-947-2000

Not Applicable

Former name or former address, if changed since last report

**Park-Ohio Industries, Inc.**

(Exact name of registrant as specified in its charter)

Ohio

333-43005-01

34-6520107

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\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

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(I.R.S. Employer  
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44124

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(Address of principal executive offices)

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Registrant's telephone number, including area code:

440-947-2000

n/a

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 26, 2012, Park-Ohio Holdings Corp. (the "Company") announced that W. Scott Emerick will become the Company's Vice President and Chief Financial Officer, effective July 1, 2012. Mr. Emerick will act as the Company's principal financial and accounting officer, roles that were being filled on an interim basis by Patrick W. Fogarty, the Company's Director of Corporate Development.

Mr. Emerick, 48, recently served as Corporate Controller of The Lubrizol Corporation, a global specialty chemical company, from 2004 to 2011. Mr. Emerick previously served as Director of Finance of Noveon, Inc., a specialty chemical company, from 2003 to 2004, and as Noveon's Director of Accounting and External Financial Reporting from 2001 to 2003. From 1997 to 2001, Mr. Emerick was the Director of Finance and Corporate Controller of Flexalloy Inc., a distributor and provider of vendor managed inventory services. Prior to joining Flexalloy, he spent 7 years with the accounting firm Ernst & Young as a member of its Accounting and Audit Team. Mr. Emerick received his B.S. from The University of Akron and is a certified public accountant.

The Company has agreed to pay Mr. Emerick a base salary of \$320,000 per year. Mr. Emerick will be eligible to participate in the Company's bonus plan. In connection with his appointment, Mr. Emerick will be granted 20,000 restricted shares of the Company's common stock in accordance with the Company's Amended and Restated 1998 Long-Term Incentive Plan. The restricted shares will vest equally over three years. Mr. Emerick will also be entitled to participate in the compensation and benefits programs that are available to the Company's elected officers generally.

Mr. Emerick does not have any family relationship with any director or executive officer of the Company, and there are no arrangements or understandings between Mr. Emerick and any other person pursuant to which Mr. Emerick was selected as an executive officer of the Company. Mr. Emerick is not a party to any transaction with the Company that is required to be disclosed under Item 404(a) of Regulation S-K, nor have any such transactions been proposed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Park-Ohio Holdings Corp.

*June 26, 2012*

By: *Robert D. Vilsack*

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*Name: Robert D. Vilsack  
Title: Secretary*

Park-Ohio Industries, Inc.

*June 26, 2012*

By: *Robert D. Vilsack*

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*Name: Robert D. Vilsack  
Title: Secretary*