

TREDEGAR CORP
Form S-8 POS
November 05, 2004

As filed with the Securities and Exchange Commission on November 5, 2004
Registration Statement No. 333-120132

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

**POST-EFFECTIVE
AMENDMENT NO. 1**

TO

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

TREDEGAR CORPORATION
(Exact name of Registrant as specified in its Charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1497771
(I.R.S. Employer Identification Number)

1100 Boulders Parkway
Richmond, Virginia 23225
(Address of principal executive offices, including zip code)

**TREDEGAR CORPORATION
RETIREMENT SAVINGS PLAN**
(Full title of the Plan)

W. Hildebrandt Surgner, Jr., Esq.
Vice President, General Counsel and Secretary
Tredegar Corporation
1100 Boulders Parkway
Richmond, Virginia 23225
804-330-1000
(Name, address and telephone number, including area code, of agents for service)

With copy to:

C. Porter Vaughan, III, Esq.
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074
804-788-8200

CALCULATION OF REGISTRATION FEE

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CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|-------------------------|---|---|----------------------------|
| Common Stock, no par value per share (including the associated Preferred Stock Purchase Rights) | (1) | (1) | (1) | (1) |

(1) No additional securities are being registered and registration fees were paid upon filing of the original Form S-8 Registration Statement with the Securities and Exchange Commission on November 1, 2004 (Registration No. 333-120132) for the Plan. Therefore, no further registration fee is required.

EXPLANATORY STATEMENT

Tredegear Corporation hereby amends its Form S-8 Registration Statement filed with the Securities and Exchange Commission (the Commission) on November 1, 2004 (Registration No. 333-120132) (the Registration Statement) solely for the purpose of including as Exhibit 23.1 the Consent of PricewaterhouseCoopers LLP to the inclusion of their report dated January 21, 2004 relating to the financial statements of Tredegear Corporation, which appears in Tredegear Corporation's Annual Report on Form 10-K for the year ended December 31, 2003.

Item 8. Exhibits.

The following is an additional exhibit filed as part of this Registration Statement.

Exhibit No.

23.1 Consent of PricewaterhouseCoopers LLP (filed herewith).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Chesterfield, Commonwealth of Virginia, on this 5th day of November, 2004.

TREDEGAR CORPORATION

By: /s/ N.A. Scher

Norman A. Scher
President

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Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on this 5th day of November, 2004.

| | <u>Signature</u> | <u>Title</u> |
|-----|---------------------------|---|
| By: | * | Chairman of the Board of Directors |
| | John D. Gottwald | |
| By: | * | President and Director (Principal Executive Officer) |
| | Norman A. Scher | |
| By: | * | Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) |
| | D. Andrew Edwards | |
| By: | * | Director |
| | Austin Brockenbrough, III | |
| By: | * | Director |
| | Phyllis Cothran | |
| By: | * | Director |
| | Donald T. Cowles | |
| By: | * | Director |
| | Richard W. Goodrum | |

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| | | |
|-----|------------------------|----------|
| By: | * | Director |
| | Floyd D. Gottwald, Jr. | |
| By: | * | Director |
| | William M. Gottwald | |
| By: | * | Director |
| | Richard L. Morrill | |
| By: | * | Director |
| | Thomas G. Slater, Jr | |
| By: | * | Director |

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R. Gregory Williams

*By: /s/ W. Hildebrandt Surgner, Jr.

W. Hildebrandt Surgner, Jr.
Attorney-In-Fact

Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, a member of the Committee for the administration of the Plan, thereunto duly authorized, in the County of Chesterfield, Commonwealth of Virginia, on this 5th day of November, 2004.

**TREDEGAR CORPORATION
RETIREMENT SAVINGS PLAN**

By: /s/ W. Hildebrandt Surgner, Jr.

W. Hildebrandt Surgner, Jr.
Member of the Committee Responsible for the
Administration of the Plan

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