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OLYMPIC STEEL INC
Form S-8
August 18, 2004

FORM S-8

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OLYMPIC STEEL, INC.
(Exact name of registrant as specified in its charter)

OHIO 34-1245650
(STATE OR OTHER JURISDICTION OF (IRS EMPLOYER IDENTIFICATION NO.)
INCORPORATION OR ORGANIZATION)

5096 RICHMOND ROAD
BEDFORD HEIGHTS, OHIO 44146
(Address of principal executive offices)

OLYMPIC STEEL, INC.
STOCK OPTION PLAN
(Full title of the plan)

MICHAEL D. SIEGAL, CHAIRMAN
OLYMPIC STEEL, INC.
5096 RICHMOND ROAD
BEDFORD HEIGHTS, OHIO 44146
(216) 292-3800
(Name, address, and telephone number, including area code,
of agent for service)

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 |
|---|----------------------------|---|---|
| Common Shares without par value | 850,000 | \$21.84(1) | \$18,564,000 |

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended.

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The prospectus pertaining to this registration statement shall also relate to Registration Statement 333-10679 which also registered shares issuable under the Stock Option Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents heretofore filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference and made a part hereof: (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003; (b) the Registrant's Quarterly Report on Form 10-Q for the quarters ended March 31 and June 30, 2004; and (c) a description of the Registrant's Common Shares set forth in the Registrant's Registration Statement on Form 8-A filed with the Commission on January 31, 1994 under the Securities Act.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

The Registrant also incorporates by reference the contents of Registration Statement 333-10679 which registered securities of the same class of the securities covered by this Registration Statement and which are issuable under the Registrant's Stock Option Plan.

Item 4. - Item 7.

Not applicable per General Instruction E.

Item 8. EXHIBITS

The Exhibits to the Registration Statement are listed in the Exhibit Index on page 4 of this Registration Statement.

Item 9. UNDERTAKINGS

Not applicable per General Instruction E.

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

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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 Cleveland, State of Ohio, on the 17th day of August, 2004.

OLYMPIC STEEL, INC.

By: /s/ Michael D. Siegal

Michael D. Siegal, Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on the 17th day of August, 2004 by the following persons in the capacities indicated.

- Ralph M. Della Ratta, Director
- Martin H. Elrad, Director
- Thomas M. Forman, Director
- Howard L. Goldstein, CPA, Director
- Richard T. Marabito, Chief Financial Officer (Chief Accounting Officer)
- James B. Meathe, Director
- Michael D. Siegal, Chairman of the Board and Chief Executive Officer
- David A. Wolfort, President, Chief Operating Officer and Director

The undersigned, by signing his name hereto, executes this Registration Statement on Form S-8 pursuant to Powers of Attorney executed by the above-named Officers and Directors of the Registrant and which are being filed herewith with the Securities and Exchange Commission on behalf of such officers and directors.

By: /s/ Michael D. Siegal

Michael D. Siegal, Attorney-in-fact
Date: August 17, 2004

OLYMPIC STEEL, INC.

INDEX TO EXHIBITS

| Exhibit ----- | Description ----- |
|------------------|--|
| 5.1 | Opinion of Kahn Kleinman, a Legal Professional Association, as to the legality of the Common Shares being registered |
| 23.1 | Consent of Kahn Kleinman, a Legal Professional Association (included in Exhibit 5.1) |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 24.1 | Powers of Attorney of Directors and Officers |

