

CASTLE A M & CO

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/31/08

Address	3400 N WOLF RD FRANKLIN PARK, IL 60131
Telephone	7084557111
CIK	0000018172
Symbol	CAS
SIC Code	5051 - Metals Service Centers and Offices
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

Registration No. 333-

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

FORM S-8

Registration Statement
under
The Securities Act of 1933

A.M. CASTLE & CO.

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

36-0879160
I.R.S. employer
identification no.)

3400 North Wolf Road
Franklin Park, Illinois 60131
(Address of principal executive offices, including zip code)

**A.M. CASTLE & CO. 2008 RESTRICTED STOCK,
STOCK OPTION AND EQUITY COMPENSATION PLAN**
(Full title of the plan)

Sherry L. Holland
Vice President, General Counsel and Secretary
A.M. Castle & Co.
3400 North Wolf Road
Franklin Park, Illinois 60131
(Name and address of agent for service)

(847) 349-2515
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel
Schiff Hardin LLP
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5670

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, \$0.01 par value per share	2,000,000(2)	\$8.62(1)	\$17,240,000(1)	\$678(1)

- (1) Computed on the basis of \$8.62, the average of the high and low sales prices of the Common Stock reported on The New York Stock Exchange on October 27, 2008 pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "1933 Act") solely for the purpose of calculating the amount of the registration fee.
- (2) Pursuant to Rule 416 of the 1933 Act, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plans pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in the Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2007;
- (b) The Registrant's Quarterly Report on Form 10-Q for the periods ended March 31, 2008, June 30, 2008, and September 30, 2008;
- (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of 2007; and
- (d) The description of the Registrant's Common Stock contained in the Registrant's Proxy Statement for the Annual Meeting of Stockholders held on April 26, 2001, filed on March 23, 2001.

All documents filed by the Registrant or a Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement 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 such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 2-405.2 of the Maryland General Corporation Law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services for the amount of the benefit or profit in money, property or services actually received or (b) active and deliberate dishonesty established by a final judgment which is material to the cause of action. The Registrant's charter contains

such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law.

Section 2-418 of Maryland General Corporation Law requires a corporation (unless its charter provides otherwise, which the Registrant's charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he is made a party by reason of his service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (x) a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation and (y) a written undertaking by him or on his behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

The Registrant's by-laws require it to indemnify to the fullest extent permitted by Maryland law in effect from time to time any person who is a present or former director, officer or employee of the Registrant and who is made a party to any proceeding (including any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative) by reason of such person's service in such capacity or as a director, officer, partner, trustee or employee of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which he served as such at the request of the Registrant against all judgments, penalties, fines, settlements and reasonable expenses actually incurred by him in connection with such proceeding, unless it is established that (a) the act or omission of such person was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty or (b) such person actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, such person had reasonable cause to believe that the act or omission was unlawful. The Registrant may, with the approval of its Board of Directors, provide such indemnification to a person who served a predecessor of the Registrant in any of the capacities

described above and to any agent of the Registrant or a predecessor of the Registrant.

The Registrant maintains a directors' and officers' liability insurance policy. The policy insures the Registrant's directors and officers against unindemnified losses ensuing from certain wrongful acts in their capacities as directors and officers and reimburses the Registrant for those losses for which it has lawfully indemnified the directors and officers. This policy contains various exclusions, none of which apply to this offering.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The Exhibits filed herewith are set forth on the Exhibit Index filed as part of this Registration Statement.

ITEM 9. UNDERTAKINGS.

The 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:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

PROVIDED, HOWEVER, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, 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.

The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 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 the 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 of 1933 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 of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. 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 Franklin Park, State of Illinois, on October 23, 2008.

A.M. Castle & Co.

(Registrant)

By: /s/ Michael H. Goldberg

Michael H. Goldberg
President and Chief Executive
Officer

Each person whose signature appears below appoints Michael H. Goldberg and Sherry L. Holland, and each of them singly, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any post-effective amendments to this Registration Statement that any of such attorneys shall deem necessary or advisable to enable the Registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Commission with respect thereto, in connection with this Registration Statement, which amendments may make such changes in such Registration Statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the Registrant made in connection with this Registration Statement; and each of the undersigned hereby ratifies all that any of said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant in the capacities indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Michael H. Goldberg ----- Michael H. Goldberg	President, Chief Executive Officer and Director (Principal Executive Officer)	October 23, 2008
/s/ Scott F. Stephens ----- Scott F. Stephens	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	October 23, 2008

SIGNATURE -----	TITLE -----	DATE ----
/s/ Patrick R. Anderson ----- Patrick R. Anderson	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	October 23, 2008
/s/ Brian P. Anderson ----- Brian P. Anderson	Director	October 23, 2008
/s/ Thomas A. Donahoe ----- Thomas A. Donahoe	Director	October 23, 2008
/s/ Ann M. Drake ----- Ann M. Drake	Director	October 23, 2008
/s/ William K. Hall ----- William K. Hall	Director	October 23, 2008
/s/ Robert S. Hamada ----- Robert S. Hamada	Director	October 23, 2008
/s/ Patrick J. Herbert III ----- Patrick J. Herbert III	Director	October 23, 2008
/s/ Terrence J. Keating ----- Terrence J. Keating	Director	October 23, 2008
/s/ Pamela Forbes Lieberman ----- Pamela Forbes Lieberman	Director	October 23, 2008
/s/ John McCartney ----- John McCartney	Director	October 23, 2008
/s/ Michael Simpson ----- Michael Simpson	Director	October 23, 2008

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----
4.1	Articles of Incorporation of the Registrant (incorporated herein by reference to Appendix D of the Registrant's Definitive Proxy Statement filed with the SEC on March 23, 2001)
4.2	By-Laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's annual report on Form 10-K for the year ended December 31, 2007)
5	Opinion of Schiff Hardin LLP
23.1	Consent of Schiff Hardin LLP (Contained in its Opinion filed as Exhibit 5)
23.2	Consent of Deloitte & Touche LLP
24	Power of Attorney (contained on signature page)

EXHIBIT 5

October 30, 2008

Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1004

**RE: A.M. CASTLE & CO., - REGISTRATION STATEMENT ON FORM S-8
COVERING THE REGISTRATION OF 2,000,000 SHARES OF COMMON STOCK**

Ladies and Gentlemen:

We have acted as counsel to A.M. Castle & Co., a Maryland corporation (the "Company"), in connection with the Company's filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the registration of 2,000,000 shares of the Company's common stock, \$0.01 par value per share (the "Stock"), issuable pursuant to the A.M. Castle & Co. 2008 Restricted Stock, Stock Option and Equity Compensation Plan (the "Plan").

In that connection, we have examined such documents and have made such factual and legal investigations as we have deemed necessary or appropriate for the purpose of this opinion.

Based upon the foregoing, it is our opinion that those shares of Stock covered by the Registration Statement that are issued in accordance with the terms of the Plan will be legally issued, fully paid and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Maryland, which includes those statutory provisions and the reported judicial decisions interpreting such laws, and we express no opinions with respect to the laws of any other jurisdiction. The opinion expressed in this opinion letter is as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

SCHIFF HARDIN LLP

By: /s/ Lauralyn G. Bengel

Lauralyn G. Bengel

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 10, 2008, relating to the consolidated financial statements and financial statement schedule of A.M. Castle & Co. and subsidiaries (the "Company") (which expresses an unqualified opinion and includes an explanatory paragraph related to the adoption of Statement of Financial Accounting Standards No. 158, EMPLOYERS' ACCOUNTING FOR DEFINED BENEFIT PENSION AND OTHER POSTRETIREMENT PLANS, effective December 31, 2006), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of A.M. Castle & Co. for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP

*Chicago, IL
October 28, 2008*