

SCHNITZER STEEL INDUSTRIES INC

Form S-8

August 03, 2009

As filed with the Securities and Exchange Commission on August 3, 2009

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

## REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

# SCHNITZER STEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

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

**93-0341923**  
(IRS Employer  
Identification No.)

3200 NW YEON AVE., PO BOX 10047

97210

**PORTLAND, OREGON**  
(Address of Principal Executive Offices)

(Zip Code)

**SCHNITZER STEEL INDUSTRIES, INC. 1993 STOCK INCENTIVE PLAN**

(Full title of plan)

**Richard C. Josephson**

**Senior Vice President, General Counsel and Secretary**

**Schnitzer Steel Industries, Inc.**

**3200 NW Yeon Ave., PO Box 10047**

**Portland, OR 97210**

(Name and address of agent for service)

**Telephone number, including area code, of agent for service: (503) 224-9900**

*Copy to:*

**Margaret Hill Noto**

**Stoel Rives LLP**

**900 SW Fifth Avenue, Suite 2300**

**Portland, Oregon 97204-1268**

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
		<b>Maximum</b>	<b>Maximum</b>	
<b>to Be Registered</b>	<b>to Be Registered</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee</b>
	<b>Registered</b>	<b>Per Share (1)</b>	<b>Offering Price (1)</b>	
Class A Common Stock, \$1.00 par value	5,000,000 Shares	\$49.74	\$248,700,000	\$13,877.46

- (1) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933. The calculation of the registration fee for the shares to be registered is based on \$49.74, which was the average of the high and low prices of the Class A Common Stock on July 29, 2009 as reported on Nasdaq.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

This Registration Statement incorporates the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-21895.

Item 8. Exhibits.

- 5.1 Opinion of Stoel Rives LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Stoel Rives LLP (included in Exhibit 5.1).
- 24.1 Powers of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Portland, State of Oregon on August 3, 2009.

SCHNITZER STEEL INDUSTRIES, INC.

By /s/ RICHARD C. JOSEPHSON  
Richard C. Josephson, Senior Vice President,

General Counsel and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on August 3, 2009.

SIGNATURE	TITLE
*TAMARA L. LUNDGREN Tamara L. Lundgren	President, Chief Executive Officer and Director (Principal Executive Officer)
*RICHARD D. PEACH RICHARD D. Peach	Vice President-Finance and Treasurer (Principal Financial Officer)
*JEFF P. POESCHL Jeff P. Poeschl	Vice President-Corporate Controller (Principal Accounting Officer)
*DAVID J. ANDERSON David J. Anderson	Director
*ROBERT S. BALL Robert S. Ball	Director
*JOHN D. CARTER John D. Carter	Director
*WILLIAM A. FURMAN William A. Furman	Director
*WAYLAND R. HICKS Wayland R. Hicks	Director
*JUDITH JOHANSEN Judith Johansen	Director
*WILLIAM D. LARSSON William D. Larsson	Director
*SCOTT LEWIS Scott Lewis	Director
*KENNETH M. NOVACK Kenneth M. Novack	Director
*JEAN S. REYNOLDS Jean S. Reynolds	Director
*JILL SCHNITZER EDELSON Jill Schnitzer Edelson	Director
*RALPH R. SHAW Ralph R. Shaw	Director

\*By /s/ RICHARD C. JOSEPHSON  
Attorney-in-fact, Richard C. Josephson

EXHIBIT INDEX

<b>EXHIBIT NUMBER</b>	<b>DOCUMENT DESCRIPTION</b>
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