

HYSTER-YALE MATERIALS HANDLING, INC.

Form S-4

November 05, 2013

Table of Contents

As filed with the Securities and Exchange Commission on November 5, 2013

Registration No. 333-

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**HYSTER-YALE MATERIALS HANDLING, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

3537

(Primary Standard Industrial  
Classification Code Number)

31-1637659

(I.R.S. Employer  
Identification Number)

**5875 Landerbrook Drive**

**Suite 300**

**Cleveland, Ohio 44124**

**(440) 449-9600**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of

Registrant's Principal Executive Offices)

**Charles A. Bittenbender, Esq.**

**Vice President, General Counsel and Secretary**

**5875 Landerbrook Drive, Suite 300**

**Cleveland, Ohio 44124**

**(440) 449-9600**

(Name, Address, Including Zip Code, and Telephone Number,

Including Area Code, of Agent For Service)

*Copies to:*

**Thomas C. Daniels, Esq.**

**Jones Day**

**North Point**

**901 Lakeside Avenue**

**Cleveland, Ohio 44114-1190**

**(216) 586-3939**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable following the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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  Smaller reporting company   
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)   
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share	935,410	\$ 80.08	\$ 74,907,632.80	\$ 9,648.11

(1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) under the Securities Act of 1933 based upon the average high and low sales prices of the Class A Common Stock of Hyster-Yale Materials Handling, Inc. on the New York Stock Exchange on November 1, 2013.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this**

**Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION**

**PRELIMINARY PROSPECTUS DATED NOVEMBER 5, 2013**

**Prospectus**

**OFFER BY SELLING STOCKHOLDERS**

**TO EXCHANGE UP TO 935,410 SHARES OF**

**CLASS A COMMON STOCK**

**FOR 935,410 SHARES OF**

**CLASS B COMMON STOCK**

**OF**

**HYSTER-YALE MATERIALS HANDLING, INC.**

Under the terms of Hyster-Yale Materials Handling, Inc.'s certificate of incorporation and a stockholders' agreement, shares of Class B common stock are generally not transferable except to persons who are permitted transferees as specified in those documents. In accordance with those documents, parties to the stockholders' agreement may transfer shares of Class B common stock to the selling stockholders for shares of Class A common stock, on a share for share basis. As a result, the selling stockholders named in this prospectus are offering to transfer from time to time up to 935,410 shares of our Class A common stock under this prospectus on a share for share basis, upon receipt, from time to time of shares of our Class B common stock from holders of Class B common stock that are parties to the stockholders' agreement and are permitted to transfer those shares to the selling stockholders pursuant to our certificate of incorporation and the stockholders' agreement. Each exchange will result in one or more of the selling stockholders transferring one share of Class A common stock for each share of Class B common stock transferred to the selling stockholder or selling stockholders. We will not receive any proceeds from these transactions.

Our Class A common stock is listed on the New York Stock Exchange under the symbol "HY". On November 4, 2013, the last sale price of our Class A common stock as reported by the New York Stock Exchange was \$83.54 per share. Our Class B common stock is not publicly traded. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share.

Persons who receive shares of Class A common stock from the selling stockholders may resell those shares of Class A common stock in brokerage transactions on the New York Stock Exchange in compliance with Rule 144 under the Securities Act of 1933, except that the six-month holding period requirement of Rule 144 will not apply.

Please consider carefully the Risk Factors beginning on page 6.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2013.

Table of Contents

TABLE OF CONTENTS

	<b>Page</b>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	1
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	1
<u>SUMMARY</u>	3
<u>RISK FACTORS</u>	6
<u>CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS</u>	7
<u>USE OF PROCEEDS</u>	7
<u>SELLING STOCKHOLDERS</u>	7
<u>BENEFICIAL OWNERSHIP OF CLASS A COMMON STOCK AND CLASS B COMMON STOCK</u>	12
<u>THE EXCHANGE OFFER</u>	18
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	20
<u>LEGAL MATTERS</u>	21
<u>EXPERTS</u>	21

**You should rely only on the information contained in this prospectus and in the reports and other information that we file with the Securities and Exchange Commission. We have not authorized any person to make a statement that differs from what is in this prospectus. If any person makes a statement that differs from what is in this prospectus, you should not rely on it. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate as of its date, but the information may change after that date.**

**Table of Contents**

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed this prospectus as part of a registration statement on Form S-4 with the Securities and Exchange Commission, or the Commission, under the Securities Act of 1933, or the Securities Act. The registration statement contains exhibits and other information that are not contained in this prospectus. Our descriptions in this prospectus of the provisions of documents filed as exhibits to the registration statement or otherwise filed with the Commission are only summaries of those documents' material terms. If you want a complete description of the contents of those documents, you should obtain the documents yourself by following the procedures described below.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, and, in accordance therewith, file annual, quarterly and current reports, proxy statements and other information with the Commission. Our reports and other information filed by us can be inspected and copied at the Public Reference Room of the Commission at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The Commission also maintains a website that contains reports, proxy and information statements and other information regarding us that is filed electronically with the Commission. The address of the site is: <http://www.sec.gov>. Our Class A common stock is quoted on the New York Stock Exchange and in connection therewith, reports and other information concerning us may also be inspected at the offices of the New York Stock Exchange. For further information on obtaining copies of our reports and other information concerning us at the New York Stock Exchange, please call (212) 656-3000. In addition, we make our annual and quarterly reports and other information that we file with the Commission available on our website. The address of our website is <http://www.hyster-yale.com>. However, other than the information incorporated into this document by reference, the information on our website and the Commission's website is not a part of this prospectus, and you should rely only on the information contained in or incorporated by reference into this prospectus when making a decision to exchange shares of Class B common stock for shares of Class A common stock.

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The Commission allows us to incorporate by reference information into this prospectus, which means that we can disclose important information to you by referring to other documents filed separately with the Commission. This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. The information incorporated by reference is considered to be a part of this prospectus. We incorporate by reference the following documents that we have filed with the Commission and any filings that we will make with the Commission in the future under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act until this exchange offer is completed:

Annual Report on Form 10-K for the fiscal year ended December 31, 2012;

Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013, June 30, 2013 and September 30, 2013;

Current Reports on Form 8-K filed on May 10, 2013, as amended on June 24, 2013, May 29, 2013, September 27, 2013 and November 4, 2013; and



Edgar Filing: HYSTER-YALE MATERIALS HANDLING, INC. - Form S-4

The descriptions of Class A common stock set forth in the registration statement on Form 8-A filed

September 7, 2012, including any subsequently filed amendments and reports updating such description.

We will not, however, incorporate by reference any documents or portions thereof that are not deemed filed with the Commission, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K unless, and except to the extent, specified in such reports.

**Table of Contents**

**We will provide without charge to each person to whom this prospectus is delivered, upon the written or oral request of the person, a copy (without exhibits other than exhibits specifically incorporated by reference) of any or all documents incorporated by reference into this prospectus. Requests for copies of those documents should be directed to Hyster-Yale Materials Handling, Inc., 5875 Landerbrook Drive, Suite 300, Cleveland, OH 44124, Attention: Secretary, telephone (440) 449-9600. To obtain timely delivery, you must request the information no later than five business days before the date you intend to elect to exchange shares of Class B common stock.**

---

**Table of Contents**

**SUMMARY**

*This prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a material difference include, but are not limited to, those discussed under Risk Factors and elsewhere in this prospectus. Investors should consider carefully the information set forth under the heading Risk Factors beginning on page 6. In this prospectus, the terms Hyster-Yale, the Company, we, us and our refer to Hyster-Yale Materials Handling, Inc.*

**Hyster-Yale**

Hyster-Yale Materials Handling, Inc. and its subsidiaries, including its operating company NACCO Materials Handling Group, Inc., is a leading designer, engineer, manufacturer, seller and servicer of a comprehensive line of lift trucks and aftermarket parts marketed globally primarily under the Hyster® and Yale® brand names, mainly to independent Hyster® and Yale® retail dealerships. Lift trucks and component parts are manufactured in the United States, Northern Ireland, Mexico, the Philippines, The Netherlands, Italy, Japan, Vietnam, Brazil and China. Hyster-Yale was incorporated as a Delaware corporation in 1991.

On September 28, 2012, NACCO Industries, Inc. ( NACCO ), the Company s former parent company, spun-off the Company to NACCO stockholders. In the spin-off, NACCO stockholders, in addition to retaining their shares of NACCO common stock, received one share of Hyster-Yale Class A common stock and one share of Hyster-Yale Class B common stock for each share of NACCO Class A common stock and Class B common stock.

Our principal executive offices are located at 5875 Landerbrook Drive, Suite 300, Cleveland, Ohio 44124, and our telephone number is (440) 449-9600.

**The Exchange Offer**

The selling stockholders named in this prospectus are offering to transfer from time to time up to 935,410 shares of our Class A common stock on a share for share basis, upon receipt, from time to time of shares of our Class B common stock from holders of Class B common stock that are parties to the stockholders agreement and are permitted to transfer those shares to the selling stockholders pursuant to our certificate of incorporation and the stockholders agreement. Each exchange will result in one or more of the selling stockholders transferring one share of Class A common stock for each share of Class B common stock transferred to the selling stockholder or selling stockholders. See Selling Stockholders beginning on page 7.

As of September 30, 2013, the participating stockholders under the stockholders agreement beneficially owned 81.38% of the Class B common stock issued and outstanding on that date. Holders of shares of Class B common stock that are not subject to the stockholders agreement are permitted to transfer those shares subject to the transfer restrictions set forth in our certificate of incorporation, which include the ability of holders of shares of Class B common stock that are not subject to the stockholders agreement to transfer the shares to persons who are permitted transferees as specified in our certificate of incorporation or convert such shares of Class B common stock into shares of Class A common stock on a one-for-one basis. Only holders of shares of Class B common stock that are subject to the stockholders agreement may exchange their shares of Class B common stock for shares of Class A common stock pursuant to this prospectus.

In connection with the selling stockholders offer to exchange up to 935,410 shares of Class A common stock, you do not have any appraisal or dissenters rights under the General Corporation Law of the State of Delaware. See The

Exchange Offer No Appraisal or Dissenters Rights on page 19.

**Table of Contents****Material U.S. Federal Income Tax Consequences**

Gain or loss will generally not be recognized by Hyster-Yale stockholders who exchange shares of their Class B common stock for shares of Class A common stock held by the selling stockholders. See **Material U.S. Federal Income Tax Consequences** beginning on page 20.

The tax consequences of an exchange will depend on the stockholder's particular facts and circumstances. Persons acquiring shares of Class A common stock by exchanging shares of their Class B common stock with the selling stockholders are urged to consult their own tax advisors to fully understand the tax consequences to them of an exchange.

**Summary Historical Consolidated Financial Data**

The following tables present a summary of our historical consolidated financial data. The statement of operations and other data for each of the three years in the period ended December 31, 2012 and the balance sheet data as of December 31, 2011 and 2012 have been derived from our audited consolidated financial statements and related notes, which are incorporated into this prospectus by reference from our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See **Where You Can Find More Information** on page 1. The statement of operations and other data for the years ended December 31, 2008 and 2009, and the balance sheet data as of December 31, 2008, 2009 and 2010 have been derived from our audited consolidated financial statements and related notes that are not included in this prospectus or incorporated by reference. The statement of operations and other data and balance sheet data as of and for the nine months ended September 30, 2012 and 2013 are derived from our unaudited consolidated financial statements and related notes for such periods, which are incorporated into this prospectus by reference from our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2013. The unaudited consolidated financial statements include all adjustments, consisting of normal recurring accruals, which we consider necessary for a fair presentation of the financial position and the results of operations for these periods. The summary historical consolidated financial data are presented for informational purposes only and do not purport to project our financial position as of any future date or our results of operations for any future period. The following information is only a summary and should be read together with **Management's Discussion and Analysis of Financial Condition and Results of Operations** and our historical consolidated financial statements and related notes, which are incorporated by reference into this prospectus.

	Year Ended December 31,					Nine Months Ended September 30,	
	2012 <sup>(2)</sup>	2011 <sup>(2)</sup>	2010 <sup>(2)</sup>	2009 <sup>(2)</sup>	2008 <sup>(2)(4)</sup>	2013	2012
<b>(In millions, except per share data)</b>							
<b>Operating Statement Data:</b>							
Revenues	\$ 2,469.1	\$ 2,540.8	\$ 1,801.9	\$ 1,475.2	\$ 2,824.3	\$ 1,948.4	\$ 1,817.1
Operating profit (loss)	\$ 111.7	\$ 110.0	\$ 46.1	\$ (31.2)	\$ (344.0)	\$ 99.3	\$ 82.7
Net income (loss)	\$ 98.1	\$ 82.6	\$ 32.3	\$ (43.2)	\$ (375.8)	\$ 84.4	\$ 65.6
	\$ (0.1)	\$	\$ 0.1	\$ 0.1	\$ (0.2)	\$ (0.1)	\$

Net (income) loss  
attributable to  
noncontrolling  
interest

Net income (loss)  
attributable to  
stockholders

\$	<b>98.0</b>	\$	82.6	\$	32.4	\$	(43.1)	\$	(376.0)	\$	84.3	\$	65.6
----	-------------	----	------	----	------	----	--------	----	---------	----	------	----	------

Basic earnings (loss)  
per share  
attributable to  
stockholders:

\$	<b>5.84</b>	\$	4.93	\$	1.95	\$	(2.60)	\$	(22.70)	\$	5.04	\$	3.91
----	-------------	----	------	----	------	----	--------	----	---------	----	------	----	------

Diluted earnings  
(loss) per share  
attributable to  
stockholders:

\$	<b>5.83</b>	\$	4.91	\$	1.94	\$	(2.60)	\$	(22.70)	\$	5.02	\$	3.90
----	-------------	----	------	----	------	----	--------	----	---------	----	------	----	------

**Table of Contents**

	Year Ended December 31,					Nine Months Ended September 30,	
	2012 <sup>(2)</sup>	2011 <sup>(2)</sup>	2010 <sup>(2)</sup>	2009 <sup>(2)</sup>	2008 <sup>(2)(4)</sup>	2013	2012
<b>(In millions, except per share data)</b>							
<b>Balance Sheet Data:</b>							
Total assets	\$ 1,064.4	\$ 1,117.0	\$ 1,041.2	\$ 914.1	\$ 1,095.1	\$ 1,151.7	\$ 1,091.2
Long-term debt	\$ 106.9	\$ 54.6	\$ 215.5	\$ 229.2	\$ 229.7	\$ 7.2	\$ 111.1
Stockholders equity	\$ 341.3	\$ 296.3	\$ 230.7	\$ 207.1	\$ 154.2	\$ 415.2	\$ 364.8
<b>Other Data:</b>							
Cash dividends paid to NACCO	\$ 5.0	\$ 10.0	\$ 5.0				\$ 5.0
Per share data:							
Cash dividends <sup>(1)(3)</sup>	\$ 2.25					\$ 0.75	
Market value <sup>(1)</sup>	\$ 48.80					\$ 89.67	
Stockholders equity <sup>(1)</sup>	\$ 20.40					\$ 24.84	\$ 21.74
Actual shares outstanding <sup>(1)</sup>	16.732					16.712	16.779
Basic weighted average shares outstanding <sup>(2)</sup>	16.768	16.767	16.657	16.579	16.561	16.728	16.771
Diluted weighted average shares outstanding <sup>(2)</sup>	16.800	16.815	16.688	16.579	16.561	16.792	16.803
Total employees	5,300	5,300	5,000	4,500	5,700	5,800	5,400

(1) This information is only included for periods subsequent to the spin-off from NACCO.

(2) As a result of the distribution of one share of Class A common stock and one share of Class B common stock for each share of NACCO Class A and NACCO Class B on September 28, 2012, the earnings per share amounts and the weighted average shares outstanding for the Company have been calculated based upon doubling the relative historical basic and diluted weighted average shares outstanding of NACCO.

(3) Includes an extraordinary dividend of \$2.00 per share paid to stockholders of the Company during the fourth quarter of 2012.

(4) During the fourth quarter of 2008, NACCO's stock price significantly declined compared with previous periods and the market value of NACCO's equity was below its book value of tangible assets and its book value of equity. NACCO performed an interim impairment test, which indicated that goodwill and certain other intangibles were impaired at December 31, 2008. Therefore, the Company recorded a non-cash impairment charge of \$351.1 million during the fourth quarter of 2008.





**Table of Contents**

**RISK FACTORS**

*Prospective investors in the shares of Class A common stock offered hereby should consider carefully the following risk factors as well as the risk factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated into this prospectus by reference, in addition to the other information contained in this prospectus. This prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a material difference include, but are not limited to, those discussed below, as well as those discussed elsewhere in this prospectus and the documents incorporated into this prospectus by reference.*

**Risks Related to This Offering**

*The voting power of holders of Class B common stock who transfer their shares to the selling stockholders and receive shares of Class A common stock will diminish.*

Holders of Class B common stock have ten votes per share of Class B common stock, while holders of Class A common stock have one vote per share of Class A common stock. Holders of Class B common stock who transfer their shares to the selling stockholders in exchange for shares of Class A common stock will reduce their voting power.

*The voting power of the selling stockholders will increase if the selling stockholders exchange their shares of Class A common stock for shares of Class B common stock in the exchange offer.*

Holders of Class A common stock and holders of Class B common stock vote together on matters submitted to a vote of Hyster-Yale's stockholders. Consequently, if holders of Class B common stock transfer their shares of Class B common stock to the selling stockholders, the voting power of the selling stockholders will increase. As of September 30, 2013, the selling stockholders collectively controlled 27.30% of the voting power of outstanding shares of Hyster-Yale's common stock based on the number of outstanding shares as of September 30, 2013. As of that date, there were 12,653,532 shares of Class A common stock and 4,058,555 shares of Class B common stock outstanding. If all shares of Class A common stock offered by this prospectus are exchanged for shares of Class B common stock and the selling stockholders act together when voting their shares of Class B common stock, they will control 43.12% of the voting power of outstanding shares of Hyster-Yale's common stock based on the number of outstanding shares as of September 30, 2013.

**Table of Contents**

**CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated herein by reference contain statements that constitute forward-looking statements within the meaning of federal securities laws. These forward-looking statements are made subject to certain risks and uncertainties, which could cause actual results to differ materially from those presented in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Such risks and uncertainties with respect to the Company's operations include, without limitation: (1) reduction in demand for lift trucks and related aftermarket parts and service on a global basis, (2) the ability of dealers, suppliers and end-users to obtain financing at reasonable rates, or at all, as a result of current economic and market conditions, (3) customer acceptance of pricing, (4) delays in delivery or increases in costs, including transportation costs, of raw materials or sourced products and labor or changes in or unavailability of quality suppliers, (5) exchange rate fluctuations, changes in foreign import tariffs and monetary policies and other changes in the regulatory climate in the foreign countries in which the Company operates and/or sells products, (6) delays in manufacturing and delivery schedules, (7) bankruptcy of or loss of major dealers, retail customers or suppliers, (8) customer acceptance of, changes in the costs of, or delays in the development of new products, (9) introduction of new products by, or more favorable product pricing offered by, competitors, (10) product liability or other litigation, warranty claims or returns of products, (11) the effectiveness of the cost reduction programs implemented globally, including the successful implementation of procurement and sourcing initiatives, (12) changes mandated by federal, state and other regulation, including health, safety or environmental legislation and (13) the ability to enter into new financing arrangements on terms acceptable to the Company.

**USE OF PROCEEDS**

We will not receive any proceeds from the exchange of any shares by the selling stockholders.

**SELLING STOCKHOLDERS**

*Class A Common Stock Beneficial Ownership Table for Selling Stockholders.* The following table sets forth, as of September 30, 2013, certain information with respect to the selling stockholders, including:

the name of each selling stockholder;

the number of shares of Class A common stock owned by each selling stockholder immediately prior to the sale of shares offered by this prospectus;

the number of shares of Class A common stock offered for exchange by each selling stockholder by this prospectus; and

the number of shares of Class A common stock owned by and the percentage of ownership of Class A common stock of each selling stockholder immediately following the exchange of shares offered by this prospectus based on the number of shares of Class A common stock outstanding on September 30, 2013.

A total of 935,410 shares of Class A common stock is being offered by this prospectus. Alfred M. Rankin, Jr., or the Alfred Rankin Trust, as defined below, Rankin Associates I, L.P., or Rankin I, and Rankin Associates IV, L.P., or Rankin IV, are offering to exchange the following numbers of shares of Class A common stock: Alfred M. Rankin, Jr., 196,654; Rankin I, 338,756 and Rankin IV, 400,000. Because Mr. Rankin and the Alfred Rankin Trust will offer to exchange the shares, both Mr. Rankin and the Alfred Rankin Trust are listed separately

**Table of Contents**

in the tables below. However, Mr. Rankin, together with the Alfred Rankin Trust, will only offer to exchange the number of shares of Class A common stock described above and, accordingly, an aggregate of 935,410 shares are being offered for exchange by this prospectus. In the tables below, the disclosure of the beneficial ownership of shares for the individual selling stockholders reflects all shares deemed to be beneficially owned by such selling stockholders (including those shares held in the Alfred Rankin Trust). The disclosure of the beneficial ownership of shares for the Alfred Rankin Trust includes only those shares held directly by such trust.

Because the selling stockholders may offer all, a portion or none of the Class A common stock offered by this prospectus, we cannot assure you as to the number of shares of Class A common stock or Class B common stock that will be held by the selling stockholders immediately following the offering. The tables below assume that the beneficial ownership of Class A common stock for each selling stockholder, including shares held directly and indirectly by the Alfred Rankin Trust, will decrease by an aggregate of the number of shares of Class A common stock described above as a result of this offering and that the beneficial ownership of Class B common stock for each selling stockholder, including shares held directly and indirectly by the Alfred Rankin Trust, will increase by the same number of shares of Class B common stock. The tables do not, however, account for any changes in each selling stockholder's beneficial ownership that may result from transactions not contemplated by this prospectus such as an acquisition or disposition of shares of Class A common stock or Class B common stock.

**Class A Common Stock**

<b>Name</b>	<b>Title of Class</b>	<b>Shares Beneficially Owned Before this Offering<sup>(1)</sup></b>	<b>Shares Offered Pursuant to this Offering<sup>(1)</sup></b>	<b>Shares Beneficially Owned After this Offering<sup>(1)</sup></b>	<b>Percentage of Shares Owned After this Offering<sup>(1)</sup></b>
Alfred M. Rankin, Jr. <sup>(2)</sup>	Class A	1,427,876	196,654	1,231,222	9.73%
Alfred M. Rankin, Jr., as Trustee of the Main Trust of Alfred M. Rankin Jr. created under the Agreement, dated September 28, 2000, as supplemented, amended and restated (the Alfred Rankin Trust <sup>2</sup> )	Class A	196,654	196,654		
Rankin Associates I, L.P. <sup>(1)(3)</sup>	Class A	338,756	338,756		
Rankin Associates IV, L.P. <sup>(1)(4)</sup>	Class A	400,000	400,000		

(1) The Alfred Rankin Trust is a general and limited partner of Rankin I and of Rankin IV. As trustee and primary beneficiary of the Alfred Rankin Trust, Alfred M. Rankin, Jr. shares the power to vote the 338,756 and 400,000 shares of Class A common stock held by Rankin I and Rankin IV, respectively, with the other general partners of Rankin I and Rankin IV, as applicable, and shares the power to dispose of the 338,756 and 400,000 shares of

Class A common stock held by Rankin I and Rankin IV, respectively, with the other general and limited partners of Rankin I and Rankin IV, as applicable. As such, Alfred M. Rankin, Jr. and the Alfred Rankin Trust are deemed to beneficially own the 338,756 and 400,000 shares of Class A common stock held by Rankin I and Rankin IV, respectively.

- (2) Alfred M. Rankin, Jr. may be deemed to be a member of Rankin Associates II, L.P., which is referred to as Associates, which is made up of the individuals and entities holding limited partnership interests in Associates and Rankin Management, Inc., which is referred to as RMI, the general partner of Associates. Associates may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 338,295 shares of Class A common stock held by Associates. Although Associates holds the 338,295 shares of Class A common stock, it does not have any power to vote or dispose of such shares of Class A common stock. RMI has the sole power to vote such shares and shares the power to dispose of such shares with the other individuals and entities holding limited partnership interests in Associates. RMI exercises such powers by action of its board of directors, which acts by majority vote and includes Alfred M. Rankin, Jr., the individual trust of whom, the Alfred Rankin Trust, is a stockholder of RMI. Under the terms of the Limited Partnership Agreement of Associates, Associates may not transfer Class A common stock, other than pursuant to a share for share exchange to acquire Class B common stock, without the consent of RMI

**Table of Contents**

and the approval of the holders of more than 75% of all of the partnership interests of Associates. As a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Associates, Mr. Rankin may be deemed to beneficially own, and share the power to dispose of, 338,295 shares of Class A common stock held by Associates. Mr. Rankin may be deemed to be a member of Rankin I and the trusts holding limited partnership interests in Rankin I may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 338,756 shares of Class A common stock held by Rankin I. Although Rankin I holds the 338,756 shares of Class A common stock, it does not have any power to vote or dispose of such shares of Class A common stock other than effecting exchanges pursuant to this prospectus. Alfred M. Rankin, Jr., as the trustee and primary beneficiary of the Alfred Rankin Trust, a trust acting as a general partner of Rankin I, shares the power to vote such shares of Class A common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin I. Each of the trusts holding general partnership interests and limited partnership interests in Rankin I share with each other the power to dispose of such shares. As a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Rankin I, Mr. Rankin may be deemed to beneficially own, and share the power to vote and dispose of, 338,756 shares of Class A common stock held by Rankin I. In addition, Mr. Rankin may be deemed to be a member of a group, as defined under the Exchange Act, as a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Rankin IV. As a result, the group consisting of Mr. Rankin, the other general and limited partners of Rankin IV may be deemed to beneficially own, and share the power to vote and dispose of, 400,000 shares of Class A common stock held by Rankin IV. Although Rankin IV holds the 400,000 shares of Class A common stock it does not have any power to vote or dispose of such shares of Class A common stock other than effecting exchanges pursuant to this prospectus. Alfred M. Rankin, Jr., as trustee and primary beneficiary of the Alfred Rankin Trust, a trust acting as a general partner of Rankin IV, shares the power to vote such shares of Class A common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin IV. Each of the trusts holding general and limited partnership interests in Rankin IV share with each other the power to dispose of such shares. Under the terms of the Amended and Restated Limited Partnership Agreement of Rankin IV, Rankin IV may not transfer Class A common stock, other than pursuant to a share for share exchange to acquire Class B common stock, without the consent of the general partners owning more than 75% of the general partnership interests of Rankin IV and the consent of the holders of more than 75% of all of the partnership interests of Rankin IV. Included in the table above for Mr. Rankin are 1,145,580 shares of Class A common stock held by (a) members of Mr. Rankin's family, (b) charitable trusts, (c) trusts for the benefit of members of Mr. Rankin's family and (d) Rankin I, Associates and Rankin IV. Mr. Rankin disclaims beneficial ownership of such shares to the extent in excess of his pecuniary interest in each such entity. Mr. Rankin is a party to the stockholders' agreement, dated as of September 28, 2012, as amended, by and among Hyster-Yale, the selling stockholders and the additional signatories that are parties thereto.

In addition to Mr. Alfred M. Rankin, Jr.'s beneficial ownership of the 338,756 and 400,000 shares of Class A common stock held by Rankin I and Rankin IV, respectively, an aggregate of 196,654 shares of Class A common stock are offered to be exchanged by Mr. Rankin pursuant to this prospectus, consisting of shares held directly by Mr. Rankin or shares currently held by the Alfred Rankin Trust. Mr. Rankin, as a trustee, may choose to conduct exchanges through the Alfred Rankin Trust. Alternatively, Mr. Rankin may choose to withdraw shares of Class A common stock from the Alfred Rankin Trust and conduct any exchange directly. Mr. Alfred M. Rankin, Jr. is the Chairman, President and Chief Executive Officer and a Director of Hyster-Yale.

- (3) The trusts holding limited partnership interests in Rankin I may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 338,756 shares of Class A common stock held by Rankin I. Although Rankin I holds the 338,756 shares of Class A common stock, it does not have

any power to vote or dispose of such shares of Class A common stock other than effecting exchanges pursuant to this prospectus. Alfred M. Rankin, Jr., as trustee and primary beneficiary of the Alfred Rankin Trust, a trust acting as a general partner of Rankin I, shares the power to vote such shares of Class A common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin I. Each of the trusts holding limited partnership interests in Rankin IV share with each other the power to dispose of such shares. Rankin I may not transfer Class A common stock, other than pursuant to a share for share exchange to acquire Class B common stock, without the consent of the general partners owning more than 75% of the general partnership interests in Rankin I and the consent of partners owning more than 75% of all partnership interests in Rankin I. The Class B common stock beneficially owned by Rankin I and each of the trusts holding limited partnership interests in Rankin I is also subject to the stockholders' agreement.

- (4) The trusts holding limited partnership interests in Rankin IV may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 400,000 shares of Class A common stock

**Table of Contents**

held by Rankin IV. Although Rankin IV holds the 400,000 shares of Class A common stock, it does not have any power to vote or dispose of such shares of Class A common stock other than effecting exchanges pursuant to this prospectus. Alfred M. Rankin, Jr., as trustee and primary beneficiary of the Alfred Rankin Trust, a trust acting as general partner of Rankin IV, shares the power to vote such shares of Class A common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin IV. Each of the trusts holding limited partnership interests in Rankin IV share with each other the power to dispose of such shares. Under the terms of the Amended and Restated Limited Partnership Agreement of Rankin IV, Rankin IV may not transfer Class A common stock, other than pursuant to a share for share exchange to acquire Class B common stock, without the consent of the general partners owning more than 75% of the general partnership interests in Rankin IV and the consent of partners owning more than 75% of all partnership interests in Rankin IV. The Class B common stock beneficially owned by Rankin IV and each of the trusts holding limited partnership interests in Rankin IV is also subject to the stockholders' agreement.

*Class B Common Stock Beneficial Ownership Table for Selling Stockholders.* The following table sets forth, as of September 30, 2013, certain information with respect to the selling stockholders, including:

the name of each selling stockholder;

the number of shares of Class B common stock owned by each selling stockholder immediately prior to the exchange of shares offered by this prospectus;

the number of shares of Class B common stock that each selling stockholder may obtain if all of the shares of Class A common stock that each selling stockholder is offering by this prospectus are exchanged for shares of Class B common stock;

the number of shares of Class B common stock owned by and the percentage of ownership of Class B common stock of each selling stockholder immediately following the exchange of shares offered by this prospectus; and

the percentage of combined voting power of shares of Class A common stock and Class B common stock each selling stockholder will have immediately following the exchange of shares of Class A common stock for Class B common stock offered by this prospectus based on the number of shares of Class A and Class B common stock outstanding on September 30, 2013.

**Class B Common Stock**

<b>Name</b>	<b>Title of Class</b>	<b>Shares Beneficially Owned Before this Offering<sup>(1)</sup></b>	<b>Shares Offered Pursuant to this Offering<sup>(1)</sup></b>	<b>Shares Beneficially Owned After this Offering<sup>(1)</sup></b>	<b>Percentage of Shares Owned After this</b>	<b>Percentage of Combined Voting Power of Shares of Class A and</b>
-------------	-----------------------	---	---	--	--	---



					<b>Offering<sup>(1)</sup></b>	<b>Class B Common Stock After this Offering<sup>(1)</sup></b>
Alfred M. Rankin, Jr. <sup>(2)</sup>	Class B	1,684,167	196,654	1,880,821	46.34%	37.64%
Alfred M. Rankin, Jr., as Trustee of the Alfred Rankin Trust <sup>(2)</sup>	Class B	187,647	196,654	384,301	9.47%	7.22%
Rankin I Associates, L.P. <sup>(1)</sup>	Class B	605,986	338,756	944,742	23.28%	17.75%
Rankin Associates IV, L.P. <sup>(1)</sup>	Class B	400,000	400,000	800,000	19.71%	15.03%

(1) The Alfred Rankin Trust is a general and limited partner of Rankin I and Rankin IV. As trustee and primary beneficiary of the Alfred Rankin Trust, Alfred M. Rankin, Jr. shares the power to vote the 605,986 and 400,000 shares of Class B common stock held by Rankin I and Rankin IV, respectively, with the other general partners of Rankin I and Rankin IV, as applicable, and shares the power to dispose of the 605,986 and 400,000 shares of Class B common stock held by Rankin I and Rankin IV, respectively, with the other general and limited partners of Rankin I and Rankin IV, as

**Table of Contents**

applicable. As such, Alfred M. Rankin, Jr. and the Alfred Rankin Trust are deemed to beneficially own the 605,986 and 400,000 shares of Class B common stock held by Rankin I and Rankin IV, respectively. In addition, as trustee and primary beneficiary of the Alfred Rankin Trust, Alfred M. Rankin, Jr. will share the power to vote the 944,742 and 800,000 shares of Class B common stock held by Rankin I and Rankin IV, respectively, after the exchange offer with the other general partners of Rankin I and Rankin IV, as applicable, and will share the power to dispose of the 944,742 and 800,000 shares of Class B common stock held by Rankin I and Rankin IV, respectively, after the exchange offer with the other general and limited partners of Rankin I and Rankin IV, as applicable. As such, Alfred M. Rankin, Jr. and the Alfred Rankin Trust will be deemed to beneficially own the 944,742 and 800,000 shares of Class B common stock held by Rankin I and Rankin IV, respectively, after the exchange offer.

- (2) Alfred M. Rankin, Jr. may be deemed to be a member of Associates, which is made up of the individuals and entities holding limited partnership interests in Associates and RMI, the general partner of Associates. Associates may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 338,295 shares of Class B common stock held by Associates. Although Associates holds the 338,295 shares of Class B common stock, it does not have any power to vote or dispose of such shares of Class B common stock. RMI has the sole power to vote such shares and shares the power to dispose of such shares with the other individuals and entities holding limited partnership interests in Associates. RMI exercises such powers by action of its board of directors, which acts by majority vote and includes Alfred M. Rankin, Jr., the individual trust of whom, the Alfred Rankin Trust, is a stockholder of RMI. As a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Associates, Mr. Rankin may be deemed to beneficially own, and share the power to dispose of, 338,295 shares of Class B common stock held by Associates. Mr. Rankin may be deemed to be a member of Rankin I, and the trusts holding limited partnership interests in Rankin I may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 605,986 shares of Class B common stock held by Rankin I. Although Rankin I holds the 605,986 shares of Class B common stock, it does not have any power to vote or dispose of such shares of Class B common stock. Alfred M. Rankin, Jr., as trustee and primary beneficiary of a trust acting as a general partner of Rankin I, shares the power to vote such shares of Class B common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin I. Each of the trusts holding general partnership interests and limited partnership interests in Rankin I share with each other the power to dispose of such shares. As a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Rankin I, Mr. Rankin may be deemed to beneficially own, and share the power to vote and dispose of, 605,986 shares of Class B common stock held by Rankin I. In addition, Mr. Rankin may be deemed to be a member of a group, as defined under the Exchange Act, as a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Rankin IV. As a result, the group consisting of Mr. Rankin, the other general and limited partners of Rankin IV may be deemed to beneficially own, and share the power to vote and dispose of, 400,000 shares of Class B common stock held by Rankin IV. Although Rankin IV holds the 400,000 shares of Class B common stock it does not have any power to vote or dispose of such shares of Class B common stock. Alfred M. Rankin, Jr., as trustee and primary beneficiary of a trust acting as general partner of Rankin IV, shares the power to vote such shares of Class B common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin IV. Each of the trusts holding general and limited partnership interests in Rankin IV share with each other the power to dispose of such shares. Included in the table above for Mr. Rankin are 1,411,470 shares of Class B common stock held by (a) members of Mr. Rankin's family, (b) charitable trusts, (c) trusts for the benefit of members of Mr. Rankin's family and (d) Rankin I, Associates and Rankin IV. Mr. Rankin disclaims beneficial ownership of such shares to the extent in excess of his pecuniary interest in each such entity. Mr. Rankin is a party to the stockholders' agreement, dated as of September 28, 2012, as amended, by and among Hyster-Yale, the selling stockholders and the additional

signatories that are parties thereto.

**Table of Contents****BENEFICIAL OWNERSHIP OF CLASS A COMMON STOCK AND CLASS B COMMON STOCK**

Set forth in the following tables is the indicated information as of September 30, 2013 (except as otherwise indicated) with respect to (1) each person who is known to Hyster-Yale to be the beneficial owner of more than five percent of the Class A common stock, (2) each person who is known to Hyster-Yale to be the beneficial owner of more than five percent of the Class B common stock and (3) the beneficial ownership of Class A common stock and Class B common stock by the directors, Hyster-Yale's principal executive officer, principal financial officer and the three other most highly compensated executive officers of Hyster-Yale during 2012 and all executive officers and directors as a group. Beneficial ownership of Class A common stock and Class B common stock has been determined for this purpose in accordance with Rules 13d-3 and 13d-5 of the Commission under the Exchange Act. Accordingly, the amounts shown in the tables do not purport to represent beneficial ownership for any purpose other than compliance with the Commission's reporting requirements. Further, beneficial ownership as determined in this manner does not necessarily bear on the economic incidence of ownership of Class A common stock or Class B common stock.

Holders of shares of Class A common stock and Class B common stock are entitled to different voting rights with respect to each class of stock. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share. Holders of Class A common stock and holders of Class B common stock generally vote together as a single class on matters submitted to a vote of Hyster-Yale's stockholders.

**Class A Common Stock**

<b>Name</b>	<b>Title of Class</b>	<b>Sole Voting and Investment Power</b>	<b>Shared Voting or Investment Power</b>	<b>Aggregate Amount</b>	<b>Percent of Class<sup>(1)</sup></b>
Dimensional Fund Advisors LP <sup>(2)</sup> 1299 Ocean Avenue Santa Monica, CA 90401	Class A	868,744 <sup>(2)</sup>		868,744 <sup>(2)</sup>	6.87%
LSV Asset Management <sup>(3)</sup> 155 N. Wacker Drive, Suite 4600 Chicago, IL 60606	Class A	865,518 <sup>(3)</sup>		865,518 <sup>(3)</sup>	6.84%
Beatrice B. Taplin Suite 300 5875 Landerbrook Drive	Class A	680,523		680,523	5.38%

Edgar Filing: HYSTER-YALE MATERIALS HANDLING, INC. - Form S-4

Cleveland, OH 44124-4069

J.C. Butler, Jr.	Class A	21,315	1,127,041 <sup>(4)</sup>	1,148,356 <sup>(4)</sup>	9.08%
Carolyn Corvi	Class A	1,253		1,253	0.01%
John P. Jumper	Class A	1,579		1,579	0.01%
Dennis W. LaBarre	Class A	10,677		10,677	0.08%
F. Joseph Loughrey	Class A				
Alfred M. Rankin, Jr.	Class A	282,296	1,145,580 <sup>(5)</sup>	1,427,876 <sup>(5)</sup>	11.28%
Claiborne R. Rankin	Class A	125,006	1,091,655 <sup>(6)</sup>	1,216,661 <sup>(6)</sup>	9.62%

**Table of Contents**

<b>Name</b>	<b>Title of Class</b>	<b>Sole Voting and Investment Power</b>	<b>Shared Voting or Investment Power</b>	<b>Aggregate Amount</b>	<b>Percent of Class<sup>(1)</sup></b>
Michael E. Shannon	Class A	13,167		13,167	0.10%
John M. Stropki	Class A				
Britton T. Taplin	Class A	34,792	5,755 <sup>(7)</sup>	40,547 <sup>(7)</sup>	0.32%
Eugene Wong	Class A	7,876		7,876	0.06%
Kenneth C. Schilling	Class A	15,649		15,649	0.12%
Michael P. Brogan	Class A				
Colin Wilson	Class A				
Ralf A. Mock	Class A				
All executive officers and directors as a group (26 persons)	Class A	576,235	1,210,857 <sup>(8)</sup>	1,787,092 <sup>(8)</sup>	14.12%

(1) Less than 0.10%, except as otherwise indicated.

(2) A Schedule 13G/A filed with the Commission with respect to Class A common stock on February 13, 2013 reported that Dimensional Fund Advisors LP, which is referred to as Dimensional, may be deemed to beneficially own the shares of Class A common stock reported above as a result of being an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 that furnishes investment advice to four investment companies registered under the Investment Company Act of 1940 and serving as an investment manager to certain other commingled group trusts and separate accounts, which are referred to collectively as the Dimensional Funds, which own the shares of Class A common stock. In its role as investment adviser or manager, Dimensional possesses the sole power to vote 849,188 shares of Class A common stock and the sole power to invest 868,744 shares of Class A common stock owned by the Dimensional Funds. However, all shares of Class A common stock reported above are owned by the Dimensional Funds. Dimensional disclaims beneficial ownership of all such shares.

(3) A Schedule 13G filed with the Commission with respect to Class A common stock on February 13, 2013 reported that LSV Asset Management may be deemed to beneficially own the shares of Class A common stock reported above as a result of being an investment adviser.

(4)

J.C. Butler, Jr. may be deemed to be a member of the group described in Note (5) below, as defined under the Exchange Act, as a result of holding through his trust, of which he is trustee, partnership interests in Associates. In addition, Mr. Butler may be deemed to be a member of a group described in note (5) below, as defined under the Exchange Act, as a result of partnership interests in Rankin I and Rankin IV held by Mr. Butler's spouse. Mr. Butler, therefore, may be deemed to beneficially own, and share the power to vote 338,756 shares of Class A common stock held by Rankin I, 338,295 shares of Hyster-Yale Class A common stock held by Associates and 400,000 shares of Class A common stock held by Rankin IV. Included in the table above for Mr. Butler are 1,127,041 shares of Class A common stock held by (a) members of Mr. Butler's family, (b) trusts for the benefit of members of Mr. Butler's family and (c) Rankin I, Associates, and Rankin IV. Mr. Butler disclaims beneficial ownership of such shares to the extent in excess of his pecuniary interest in each such entity.

- (5) Alfred M. Rankin, Jr. may be deemed to be a member of Associates, which is made up of the individuals and entities holding limited partnership interests in Associates and RMI, the general partner of Associates.

**Table of Contents**

Associates may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 338,295 shares of Class A common stock held by Associates. Although Associates holds the 338,295 shares of Class A common stock, it does not have any power to vote or dispose of such shares of Class A common stock other than effecting exchanges pursuant to this prospectus. RMI has the sole power to vote such shares and shares the power to dispose of such shares with the other individuals and entities holding limited partnership interests in Associates. RMI exercises such powers by action of its board of directors, which acts by majority vote and consists of Alfred M. Rankin, Jr., Thomas T. Rankin, Claiborne R. Rankin and Roger F. Rankin, the individual trusts of whom, are a stockholders of RMI. Under the terms of the Limited Partnership Agreement of Associates, Associates may not transfer Class A common stock, other than pursuant to a share for share exchange to acquire Class B common stock, without the consent of RMI and the approval of the holders of more than 75% of all of the partnership interests of Associates. As a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Associates, Mr. Rankin may be deemed to beneficially own, and share the power to dispose of, 338,295 shares of Class A common stock held by Associates. Mr. Rankin may be deemed to be a member of Rankin I and the trusts holding limited partnership interests in Rankin I may be deemed to be a group as defined under the Exchange Act and therefore may be deemed as a group to beneficially own 338,756 shares of Class A common stock held by Rankin I. Although Rankin I holds the 338,756 shares of Class A common stock, it does not have any power to vote or dispose of such shares of Class A common stock. Alfred M. Rankin, Jr., Thomas T. Rankin, Claiborne R. Rankin and Roger F. Rankin, as trustees and primary beneficiaries of trusts acting as general partners of Rankin I, share the power to vote such shares of Class A common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin I. Each of the trusts holding general partnership interests and limited partnership interests in Rankin I share with each other the power to dispose of such shares. As a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Rankin I, Mr. Rankin may be deemed to beneficially own, and share the power to vote and dispose of, 338,756 shares of Class A common stock held by Rankin I. In addition, Mr. Rankin may be deemed to be a member of a group, as defined under the Exchange Act, as a result of holding through the Alfred Rankin Trust, of which he is trustee, partnership interests in Rankin IV. As a result, the group consisting of Mr. Rankin, the other general and limited partners of Rankin IV may be deemed to beneficially own, and share the power to vote and dispose of, 400,000 shares of Class A common stock held by Rankin IV. Although Rankin IV holds the 400,000 shares of Class A common stock it does not have any power to vote or dispose of such shares of Class A common stock. Alfred M. Rankin, Jr., Thomas T. Rankin, Claiborne R. Rankin and Roger F. Rankin, as trustees and primary beneficiaries of trusts acting as general partners of Rankin IV, share the power to vote such shares of Class A common stock. Voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin IV. Each of the trusts holding general and limited partnership interests in Rankin IV share with each other the power to dispose of such shares. Under the terms of the Amended and Restated Limited Partnership Agreement of Rankin IV, Rankin IV may not transfer class a common stock, other than pursuant to a share for share exchange to acquire Class B common stock, without the consent of the general partners owning more than 75% of the general partnership interests of Rankin IV and the consent of the holders of more than 75% of all of the partnership interests of Rankin IV. Included in the table above for Mr. Rankin are 1,145,580 shares of Class A common stock held by (a) members of Mr. Rankin's family, (b) charitable trusts, (c) trusts for the benefit of members of Mr. Rankin's family and (d) Rankin I, Associates and Rankin IV. Mr. Rankin disclaims beneficial ownership of such shares to the extent in excess of his pecuniary interest in each such entity.

- (6) Claiborne R. Rankin may be deemed to be a member of the group described in note (5) above as a result of holding through his trust, of which he is trustee, partnership interests in Rankin I. Mr. Rankin may be deemed to be a member of the group described in Note (5) above, as defined under the Exchange Act, as a result of holding through his trust, of which he is trustee, partnership interests in Associates. In addition, Mr. Rankin may be



deemed to be a member of a group described in note (5) above, as defined under the Exchange Act, as a result of holding through his trust, of which he is trustee, partnership interests in Rankin IV. Mr. Rankin, therefore, may be deemed to beneficially own, and share the power to vote and dispose of

**Table of Contents**

338,756 shares of Class A common stock held by Rankin I, 338,756 shares of Class A common stock held by Associates and 400,000 shares of Class A common stock held by Rankin IV. Included in the table above for Mr. Rankin are 1,091,655 shares of Class A common stock held by (a) members of Mr. Rankin's family, (b) trusts for the benefit of members of Mr. Rankin's family and (c) Rankin I, Associates and Rankin IV. Mr. Rankin disclaims beneficial ownership of such shares to the extent in excess of his pecuniary interest in each such entity.

- (7) Britton T. Taplin is deemed to share with his spouse voting and investment power over 5,755 shares of Class A common stock held by Mr. Taplin's spouse; however, Mr. Taplin disclaims beneficial ownership of such shares.
- (8) The aggregate amount of Class A common stock beneficially owned by all executive officers and directors and the aggregate amount of Class A common stock beneficially owned by all executive officers and directors as a group for which they have shared voting or investment power include the shares of Class A common stock of which Mr. Butler has disclaimed beneficial ownership in note (4) above. Mr. A. Rankin has disclaimed beneficial ownership in note (5) above, Mr. C. Rankin has disclaimed beneficial ownership in note (6) above and Mr. B. Taplin has disclaimed beneficial ownership in note (7) above.

**Class B Common Stock**

Name	Title of Class	Sole Voting and Investment Power	Shared Voting or Investment Power	Aggregate Amount	Percent of Class <sup>(1)</sup>
Clara Taplin Rankin, et al. <sup>(2)</sup> c/o PNC Bank, N.A. 3550 Lander Road Pepper Pike, OH 44124	Class B	(2)	(2)	3,302,756 <sup>(2)</sup>	81.38%
Beatrice B. Taplin Suite 300 5875 Landerbrook Drive Cleveland, OH 44124-4069	Class B	680,523 <sup>(3)</sup>		680,523 <sup>(3)</sup>	16.77%
Rankin Associates I, L.P., et al. <sup>(4)</sup> Suite 300 5875 Landerbrook Drive	Class B	(4)	(4)	605,986 <sup>(4)</sup>	14.93%

Cleveland, OH 44124-4069

Rankin Associates IV, L.P., et al. <sup>(5)</sup>	Class B		<sup>(5)</sup>	<sup>(5)</sup>	400,000 <sup>(5)</sup>	9.86%
---	---------	--	----------------	----------------	------------------------	-------

Suite 300

5875 Landerbrook Drive

Cleveland, OH 44124-4069

Rankin Associates II, L.P. et al. <sup>(6)</sup>	Class B	338,295 <sup>(6)</sup>		<sup>(6)</sup>	338,295 <sup>(6)</sup>	8.34%
--	---------	------------------------	--	----------------	------------------------	-------

Suite 300

5875 Landerbrook Drive

Cleveland, OH 44124-4069

J.C. Butler, Jr.	Class B	20,062 <sup>(7)</sup>	1,394,271 <sup>(7)</sup>		1,414,333 <sup>(7)</sup>	34.85%
------------------	---------	-----------------------	--------------------------	--	--------------------------	--------

Carolyn Corvi

Class B

John P. Jumper

Class B

326

326

Dennis W. LaBarre

Class B

9,424

9,424

0.23%

**Table of Contents**

Name	Title of Class	Sole Voting and Investment Power	Shared Voting or Investment Power	Aggregate Amount	Percent of Class <sup>(1)</sup>
F. Joseph Loughrey	Class B				
Alfred M. Rankin, Jr.	Class B	272,697 <sup>(8)</sup>	1,411,470 <sup>(8)</sup>	1,684,167 <sup>(8)</sup>	41.50%
Claiborne R. Rankin	Class B	123,753 <sup>(9)</sup>	1,362,363 <sup>(9)</sup>	1,486,116 <sup>(9)</sup>	36.62%
Michael E. Shannon	Class B				
John M. Stropki	Class B				
Britton T. Taplin	Class B	33,539 <sup>(10)</sup>	5,755 <sup>(10)</sup>		