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BARNES GROUP INC
Form S-8 POS
August 22, 2001

As filed with the Securities and Exchange Commission on August 22, 2001
Registration No. 33-30229

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BARNES GROUP INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

06-0247840
(I.R.S. Employer
Identification No.)

123 MAIN STREET
BRISTOL, CONNECTICUT
(Address of principal
executive offices)

06011
(Zip Code)

BARNES GROUP INC. RETIREMENT SAVINGS PLAN
(FORMERLY THE BARNES GROUP INC. GUARANTEED STOCK PLAN AND TRUST)
(Full title of the plan)

SIGNE S. GATES
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011
(Name and address of agent for service)

(860) 583-7070
(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	Amount of registration fee
Common Stock, \$.01 par value (1) (2)	2,400,000 (3)	(4)	(4)	(4)

(1) This Registration Statement also pertains to preferred stock

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purchase rights ("Rights") of the Registrant. Until the occurrence of certain prescribed events, the Rights are not exercisable, will be evidenced by the certificates for the common stock and will be transferred along with and only with the common stock.

(2) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares that may be offered or issued pursuant to the Plan (as defined below) as a result of stock splits, stock dividends or similar transactions.

(3) Represents the 800,000 shares, par value \$.01 per share, originally registered on the Registrant Statement, as adjusted for a three-for-one stock split on February 21, 1997.

(4) The filing fee for the registered securities was previously paid with the Registration Statement.

Note: This Post-Effective Amendment has been filed to include as an exhibit the revised version of the Barnes Group Inc. Retirement Savings Plan (formerly the Barnes Group Inc. Guaranteed Stock Plan and Trust).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

*Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission are incorporated herein by reference: the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, previously filed by Barnes Group Inc. with the Securities and Exchange Commission; the Registrant's Quarterly Reports on form 10-Q for the fiscal quarters ended March 31 and June 30, 2001; the Registrant's Proxy Statement dated April 12, 2001; all other reports previously filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since December 31, 2000; the description of the Registrant's common stock contained in the Registrant's Registration

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Statement on Form 10 filed with the Securities and Exchange Commission on August 21, 1963 under the Exchange Act, including any amendment or report filed for the purpose of updating such description, and the description of the Registrant's preferred stock purchase rights contained in the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on December 20, 1996 under the Exchange Act, as amended by Form 8-A/A filed on March 18, 1999, and including any further amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 a part hereof from the date of filing of such documents.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bristol, State of Connecticut, on this 21st day of August, 2001.

BARNES GROUP INC.

By: /s/ John R. Arrington

John R. Arrington
Senior Vice President,
Human Resources

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated. Each person whose signature appears below hereby authorizes William C. Denninger and Signe S. Gates and each of them, with full power of substitution, to execute in the name and on behalf of such person any amendment (including any post-effective amendment) to this Registration Statement and to file the same,

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with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the person(s) so acting deems appropriate, and appoint each of such persons, each with full power of substitution, attorney-in-fact to sign any amendment (including any post-effective amendment) to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

Signature -----	Title -----	Date -----
/s/ Edmund M. Carpenter ----- Edmund M. Carpenter	President and Chief Executive Officer (the principal executive officer) and Director	August 21, 2001
/s/ William C. Denninger ----- William C. Denninger	Senior Vice President, Finance and Chief Financial Officer (the principal financial officer)	August 21, 2001
/s/ Francis C. Boyle, Jr. ----- Francis C. Boyle, Jr.	Vice President, Controller (the principal accounting officer)	August 21, 2001
/s/ John W. Alden ----- John W. Alden	Director	August 21, 2001
/s/ Thomas O. Barnes ----- Thomas O. Barnes	Director	August 21, 2001
/s/ Gary G. Benanav ----- Gary G. Benanav	Director	August 21, 2001
/s/ William S. Bristow, Jr. ----- William S. Bristow, Jr.	Director	August 21, 2001
/s/ George T. Carpenter ----- George T. Carpenter	Director	August 21, 2001
/s/ Frank E. Grzelecki ----- Frank E. Grzelecki	Director	August 21, 2001
/s/ G. Jackson Ratcliffe, Jr. ----- G. Jackson Ratcliffe, Jr.	Director	August 21, 2001

INDEX TO EXHIBITS

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Exhibit No. -----	Description -----
4.1	Copy of the Registrant's Retirement Savings Plan (formerly the Barnes Group Inc. Guaranteed Stock Plan)
23.1	Consent of PricewaterhouseCoopers, LLP, Independent Auditors
24	Power of Attorney (included in signature page of this Registration Statement).

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders
of Barnes Group Inc.

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 8, 2001 relating to the financial statements, which appears on page 22 of the 2000 Annual Report to Stockholders of Barnes Group Inc., which is incorporated by reference in Barnes Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Hartford, Connecticut
August 20, 2001