

SIMPSON MANUFACTURING CO INC /CA/
Form S-8 POS
December 15, 2015

As filed with the Securities and Exchange Commission on December 15, 2015

Registration Nos. 033-85662, 033-90964, 333-37325, 333-40858, 333-97313 and 333-97315

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

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 033-85662
Post-Effective Amendment No. 3 to Form S-8 Registration Statement No. 333-37325
Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-40858
Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-97315
Post-Effective Amendment No. 4 to Form S-8 Registration Statement No. 033-90964
Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-97313

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SIMPSON MANUFACTURING CO., INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

94-3196943
(I.R.S. Employer Identification No.)

5956 W. Las Positas Boulevard
Pleasanton, CA 94588
(925) 560-9000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)

SIMPSON MANUFACTURING CO., INC.
AMENDED AND RESTATED
2011 INCENTIVE PLAN
(Full title of the plan)

Brian J. Magstadt
Chief Financial Officer
Simpson Manufacturing Co., Inc.
5956 W. Las Positas Boulevard
Pleasanton, CA 94588
(925) 560-9000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

P Rupert Russell, Esq.
Shartsis Friese LLP
One Maritime Plaza
Eighteen Floor
San Francisco, CA 94111
(415) 421-6500

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

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Title of Plan	Amount to Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common stock, par value \$0.01	1994 Stock Option Plan(3)	1,177,852	(4) \$0.91	\$1,071,845	\$370
Common stock, par value \$0.01	1994 Stock Option Plan(3)	1,989,884	(4) \$2.875	\$5,720,917	\$1,973
Common stock, par value \$0.01	1994 Stock Option Plan(3)	1,632,264	\$2.859375	(5) \$4,667,255	(5) \$1,609
Common stock, par value \$0.01	1995 Independent Director Stock Option Plan(6)	32,000	(7) \$2.50	\$80,000	\$28
Common stock, par value \$0.01	1995 Independent Director Stock Option Plan(6)	128,000	\$—	(8) \$—	(8) \$108
Common stock, par value \$0.01	1994 Stock Option Plan(3)	1,200,000	\$9.78	(9) \$11,737,500	(9) \$3,556.82
Common stock, par value \$0.01	1994 Stock Option	2,000,000	\$12.0234375	(10) \$24,046,875	(10) \$6,348.38

	Plan(3) 1995 Independent						
Common stock, par value \$0.01	Director	160,000	\$12.85625	(11)	\$2,057,000	(11)	\$189.24
	Stock Option						
	Plan(6) 1994 Stock						
Common stock, par value \$0.01	Option	8,000,000	\$12.85625	(12)	\$102,850,000	(12)	\$9,462.20
	Plan(3)						
Total		16,320,000			\$152,231,392		\$23,644.64

This Registration Statement, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), covers an indeterminate number of additional shares of Common Stock with respect to the shares registered hereunder in the event of a stock split, stock dividend or similar transaction. This Registration Statement also

(1) covers the resale by certain selling stockholders named in the Prospectus included in and filed with this Form S-8 of certain shares of the Company’s Common Stock subject to this Registration Statement, for which no additional registration fee is required pursuant to Rule 457(h)(3). The share totals in this column reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(2) Computed in accordance with Rule 457(h), based on the maximum number of shares of Common Stock issuable under the applicable plan and that were registered under each applicable Registration Statement. These fees have been already paid.

(3) The 1994 Stock Option Plan has been amended, restated and superseded by, and incorporated into, the 2011 Incentive Plan, which in turn has been amended, restated and superseded by the 2011 A&R Incentive Plan, as described below.

(4) Shares registered under Registration Statement on Form S-8 (SEC File No. 033-85662) filed on October 27, 1994, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(5) Estimated (at the time the Registration Statement on Form S-8 (SEC File No. 033-85662) was filed on October 27, 1994) solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h), based on the average of the high and low prices of the Common Stock of Simpson Manufacturing Co., Inc. on October 24, 1994, as reported on the Nasdaq National Market, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(6) The 1995 Independent Director Stock Option Plan has been amended, restated and superseded by, and incorporated into, the 2011 Incentive Plan, which in turn has been amended, restated and superseded by the 2011 A&R Incentive Plan, as described below.

(7) Shares registered under Registration Statement on Form S-8 (SEC File No. 033-90964) filed on April 6, 1995, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(8) Estimated (at the time the Registration Statement on Form S-8 (SEC File No. 033-90964) was filed on April 6, 1995) solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h), based on the average of the high and low prices of the Common Stock of Simpson Manufacturing Co., Inc. on April 4, 1995, as reported on the Nasdaq National Market, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(9) Estimated (at the time the Registration Statement on Form S-8 (SEC File No. 333-37325) was filed on October 7, 1997) solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h), based on the average of the high and low prices of the Common Stock of Simpson Manufacturing Co., Inc. on October 2, 1997, as reported on the Nasdaq National Market, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(10) Estimated (at the time the Registration Statement on Form S-8 (SEC File No. 333-40858) was filed on July 6, 2000) solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h), based on the average of the high and low prices of the Common Stock of Simpson Manufacturing Co., Inc. on July 3, 2000, as reported on the New York Stock Exchange, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(11) Estimated (at the time the Registration Statement on Form S-8 (SEC File No. 333-97313) was filed on July 30, 2002) solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h), based on the average of the high and low prices of the Common Stock of Simpson Manufacturing Co., Inc. on July 23, 2002, as reported on the New York Stock Exchange, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

(12) Estimated (at the time the Registration Statement on Form S-8 (SEC File No. 333-97315) was filed on July 30, 2002) solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h), based on the average of the high and low prices of the Common Stock of Simpson Manufacturing Co., Inc. on July 23, 2002, as reported on

the New York Stock Exchange, as adjusted to reflect a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004.

EXPLANATORY NOTE

The Company filed a Form S-8 Registration Statement (File No. 033-85662) on October 27, 1994 (the “Original 1994 Plan S-8”), to register 1,200,000 shares of the Company’s Common Stock reserved for issuance under the Company’s 1994 Stock Option Plan (the “1994 Plan”). The Company subsequently filed a Form S-8 Registration Statement (File No. 333-37325) on October 7, 1997 (the “Second 1994 Plan S-8”), to register an additional 300,000 shares of its Common Stock reserved for issuance under the 1994 Plan. The Company amended the Second 1994 Plan S-8 on May 25, 1999. The Company filed a Form S-8 Registration Statement (File No. 333-40858) on July 6, 2000 (the “Third 1994 Plan S-8”), to register an additional 500,000 shares of its Common Stock reserved for issuance under the 1994 Plan. The Company filed a Form S-8 Registration Statement (File No. 333-97315) on July 30, 2002 (the “Fourth 1994 Plan S-8” and, collectively with the Original 1994 Plan S-8, the Second 1994 Plan S-8 and the Third 1994 Plan S-8, the “1994 Plan Registration Statements”) to register an additional 2,000,000 shares of its Common Stock reserved for issuance under the 1994 Plan.

The Company filed a Form S-8 Registration Statement (File No. 033-90964) on April 6, 1995 (the “Original 1995 Plan S-8”), to register 40,000 shares of the Company’s Common Stock reserved for issuance under the Company’s 1995 Independent Director Stock Option Plan (the “1995 Plan”). The Company amended the Original 1995 Plan S-8 on October 6, 1997, and May 25, 1999. The Company filed a Form S-8 Registration Statement (File No. 333-97313) on July 30, 2002 (the “Second 1995 Plan S-8” and, together with the Original 1995 Plan S-8, the “1995 Plan Registration Statements”) to register an additional 40,000 shares of its Common Stock reserved for issuance under the 1995 Plan.

The Company completed a 2-for-1 stock split in August 2002 and an additional 2-for-1 stock split effected in the form of a stock dividend in November 2004. As adjusted for these stock splits, the Company registered an aggregate of 16,000,000 shares of Common Stock under the 1994 Plan Registration Statements for issuance under the 1994 Plan and an aggregate of 320,000 shares of Common Stock under the 1995 Plan Registration Statements for issuance under the 1995 Plan, for an aggregate of 16,320,000 shares of Common Stock registered for issuance under the 1994 Plan and the 1995 Plan.

The Company filed a Post-Effective Amendment to Registration Statements on Form S-8 on September 7, 2011 which constituted (a) Post-Effective Amendment No. 1 to the Original 1994 Plan S-8, (b) Post-Effective Amendment No. 2 to the Second 1994 Plan S-8, (c) Post-Effective Amendment No. 1 to the Third 1994 Plan S-8, (d) Post-Effective Amendment No. 1 to the Fourth 1994 Plan S-8, (e) Post-Effective Amendment No. 3 to the Original 1995 Plan S-8, and (f) Post-Effective Amendment No. 1 to the Second 1995 Plan S-8.

Effective on April 26, 2011, the Company adopted the 2011 Incentive Plan (the “2011 Incentive Plan”), which amended and restated in their entirety, and incorporated and superseded, the 1994 Plan and the 1995 Plan.

Effective on April 21, 2015, the Company adopted the Amended and Restated 2011 Incentive Plan (the “2011 A&R Incentive Plan”), which amended and restated in its entirety, and superseded, the 2011 Incentive Plan.

This Post-Effective Amendment to Registration Statements on Form S-8 constitutes (a) Post-Effective Amendment No. 2 to the Original 1994 Plan S-8, (b) Post-Effective Amendment No. 3 to the Second 1994 Plan S-8, (c) Post-Effective Amendment No. 2 to the Third 1994 Plan S-8, (d) Post-Effective Amendment No. 2 to the Fourth 1994 Plan S-8, (e) Post-Effective Amendment No. 4 to the Original 1995 Plan S-8, and (f) Post-Effective Amendment No. 2 to the Second 1995 Plan S-8.

This Post-Effective Amendment is being filed solely to reflect the adoption of the 2011 A&R Incentive Plan and the resulting amendment and restatement of the 2011 Incentive Plan as an exhibit to the foregoing Registration Statements

and to include a reoffer prospectus pertaining to certain potential resales of the Company's Common Stock issued pursuant to the 1994 Plan, the 1995 Plan or the 2011 Incentive Plan or to be issued pursuant to the 2011 A&R Incentive Plan.

REOFFER PROSPECTUS

SIMPSON MANUFACTURING CO., INC.

5956 W. Las Positas Boulevard

Pleasanton, CA 94588

(925) 560-9000

16,320,000 SHARES

COMMON STOCK

This Prospectus relates to shares (the “Shares”) of Common Stock, par value \$0.01 per share (the “Common Stock”), of Simpson Manufacturing Co., Inc., a Delaware corporation (the “Company”), which may be offered and sold from time to time by certain stockholders of the Company (the “Selling Stockholders”) who have acquired Shares under the 1994 Stock Option Plan (the “1994 Plan”), the 1995 Independent Director Stock Option Plan (the “1995 Plan”) or the 2011 Incentive Plan (the “2011 Incentive Plan”), or who hereafter acquire Shares pursuant to the Amended and Restated 2011 Incentive Plan (the “2011 A&R Incentive Plan”). The 2011 A&R Incentive Plan amends and restates in its entirety, and supersedes, the 2011 Incentive Plan, which in turn amended and restated in their entirety, and incorporated and superseded, the 1994 Plan and the 1995 Plan. See “Selling Stockholders.” The Company’s Common Stock is traded on the New York Stock Exchange (“NYSE”) under the symbol “SSD.” On December 14, 2015, the last reported sale price of the Common Stock on the NYSE was \$33.80 per share.

The Company is not aware of any present intention of any individual Selling Stockholder to sell any Shares, and it is possible that no individual Selling Stockholder will sell Shares.

The Company will not receive any of the proceeds from sales of the Shares by any of the Selling Stockholders. Shares may be offered from time to time by any of the Selling Stockholders through the 2011 A&R Incentive Plan, in ordinary brokerage transactions, in negotiated transactions or in other transactions, at such prices as he or she may determine, which may relate to market prices prevailing at the time of sale or be negotiated prices. See “Plan of Distribution.” All costs, expenses and fees in connection with the registration of the Shares have been borne by the Company. Brokerage commissions and similar selling expenses, if any, in the offer or sale of Shares directly by any Selling Stockholder will be borne by the Selling Stockholder.

Each Selling Stockholder and any broker executing sell orders on behalf of a Selling Stockholder may be deemed to be an “underwriter” as defined in the Securities Act of 1933, as amended (the “Securities Act”). If any broker-dealers are used to effect sales, any commissions paid to broker-dealers and, if broker-dealers purchase any of the Shares as principals, any profits received by such broker-dealers on the resale of Shares, may be deemed to be underwriting discounts or commissions under the Securities Act. In addition, any profits realized by the Selling Stockholders may be deemed to be underwriting commissions.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES OR DETERMINED WHETHER THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The information in this Prospectus may be changed. None of the Selling Stockholders may sell Shares until the Registration Statement filed with the Securities and Exchange Commissions is effective. This Prospectus is not an offer to sell Shares and it is not soliciting an offer to buy Shares in any state where the offer or sale is not permitted.

THE DATE OF THIS PROSPECTUS IS DECEMBER 15, 2015

USE OF PROCEEDS

The Company will not receive any proceeds from this offering. All proceeds from sales of the Shares offered by this Prospectus will be for the accounts of the Selling Stockholders.

SELLING STOCKHOLDERS

The following table sets forth (a) the name and position or positions with the Company of each Selling Stockholder; (b) the number of shares of Common Stock beneficially owned (as such term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) by each Selling Stockholder as of the date of this Prospectus; (c) the number of Shares that each Selling Stockholder may offer for sale from time to time pursuant to this Prospectus, whether or not such Selling Stockholder has a present intention to do so; and (d) the number of shares of Common Stock to be beneficially owned by each Selling Stockholder following the sale of all Shares that may be so offered, assuming no other change in the beneficial ownership of the Company's Common Stock by such Selling Stockholder after the date of this Prospectus. The Company is unaware of any Selling Shareholder who has a present intention to offer Shares for sale pursuant to this Prospectus. Unless otherwise indicated, beneficial ownership is direct and the person indicated has sole voting and investment power. No Selling Stockholder owns more than 1% of the Company's Common Stock

Inclusion of an individual or entity's name in the table below does not constitute an admission that such individual is an "affiliate" of the Company.

Selling Stockholder	Principal Position(s) with the Company	Shares Beneficially Owned (1)	Number of Shares Offered for Resale (2)	Shares Beneficially Owned After the Resale (3)
Karen Colonias	Chief Executive Officer	6,880	641,000	6,880
Brian J. Magstadt	Chief Financial Officer, Treasurer and Secretary			