

NUCOR CORP  
Form S-8  
May 18, 2011

As filed with the Securities and Exchange Commission on May 18, 2011

Registration No. 333-

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

**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Nucor Corporation**

(Exact name of registrant as specified in its charter)

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

**13-1860817**  
(IRS Employer  
Identification No.)

**1915 Rexford Road**

**Charlotte, North Carolina**  
(Address of Principal Executive Offices)

**28211**  
(Zip Code)

**Ambassador Steel Corporation 401(k) Profit Sharing Plan**

(Full title of the plan)

**James D. Frias**

**Chief Financial Officer, Treasurer and Executive Vice President**

**1915 Rexford Road**

**Charlotte, North Carolina 28211**

(Name and address of agent for service)

**(704) 366-7000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Ernest S. DeLaney III, Esq.**

**Moore & Van Allen PLLC**

**100 North Tryon Street, Suite 4700**

**Charlotte, North Carolina 28202-4003**

**(704) 331-1000**

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):

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Large accelerated filer

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

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered <sup>(1)</sup></b>	<b>Proposed maximum offering price per share <sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.40 par value	10,000	\$42.65	\$426,500	\$49.52

- (1) This Registration Statement shall also cover an indeterminate amount of additional shares of common stock of the Registrant that become issuable under the Ambassador Steel Corporation 401(k) Profit Sharing Plan (the Plan), by reason of any stock dividend, stock split or other similar transaction in accordance with the anti-dilution provisions of the Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, based upon the average of the highest and lowest sales prices per share of the Registrant's common stock reported on the New York Stock Exchange on May 17, 2011, which prices were \$43.16 and \$42.13, respectively.

**EXPLANATORY NOTE**

This Registration Statement relates to the registration of 10,000 shares of common stock, par value \$0.40 per share, of Nucor Corporation ( Nucor, the Registrant or the Company ), and related plan interests, to be offered from time to time pursuant to the Plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The information required by Item 1 is included in documents sent or given to eligible participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the Commission ) and the instructions to Registration Statement on Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as a prospectus pursuant to Rule 424 of the Securities Act.

**Item 2. Registrant Information and Employee Plan Annual Information.**

The written statement required by Item 2 is included in documents sent or given to eligible participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Registration Statement on Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as a prospectus pursuant to Rule 424 of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

Except as indicated below, the following documents filed by us with the Commission (File No. 1-4119) are incorporated herein by reference:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2010;

our Quarterly Report on Form 10-Q for the fiscal quarter ended April 2, 2011;

our Current Report on Form 8-K filed on January 3, 2011;

our Current Report on Form 8-K filed on May 17, 2011; and

the description of our common stock contained in Exhibit 99.1 to our Current Report on Form 8-K filed on September 14, 2010 with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendment or report filed for the purpose of updating such description.

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In addition, all documents subsequently filed by us and the Plan pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those Current Reports on Form 8-K which furnish information pursuant to Item 2.02 or Item 7.01 of such report and exhibits furnished in connection therewith), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

The information incorporated by reference is considered to be part of this Registration Statement and information that we file later with the Commission will automatically update and supersede this information, as applicable. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interest of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Under Delaware law, a corporation generally may indemnify directors and officers:

for actions taken in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation; and

with respect to any criminal action or proceeding, if they had no reasonable cause to believe that their conduct was unlawful.

In addition, Delaware law provides that a corporation may advance to a director or officer expenses incurred in defending any action upon receipt of an undertaking by or on behalf of the director or officer to repay the amount advanced if it is ultimately determined that he or she is not entitled to indemnification.

Our Restated Certificate of Incorporation provides that any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of Nucor), by reason of the fact that the person is or was a director, officer, employee or agent of ours, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, will be indemnified by us to the fullest extent permitted by Delaware law. The indemnification rights conferred by us are not exclusive of any other right to which persons seeking indemnification may be entitled under any statute, our Restated Certificate of Incorporation or Bylaws, any agreement, vote of stockholders or disinterested directors or otherwise. We are authorized to purchase and maintain insurance on behalf of our directors and officers.

In addition, we may pay expenses incurred by our directors and officers in defending a civil or criminal action, suit or proceeding because they are directors or officers in advance of the final disposition of the action, suit or proceeding. The payment of expenses will be made only if we receive an undertaking by or on behalf of a director or officer to repay all amounts advanced if it is ultimately determined that the director or officer is not entitled to be indemnified by us, as authorized by our Restated Certificate of Incorporation.

Our Bylaws provide that the rights to indemnification and advancement of expenses conferred by our Restated Certificate of Incorporation shall continue as to a person who has ceased to be a director, officer, employee or agent of ours, and that any amendment, alteration or repeal of the article in our Restated Certificate of Incorporation providing for such rights shall not adversely affect any right or protection of any person in respect of any act or omission occurring prior to such amendment, alteration or repeal.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.	Description of Document
4.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to Form 8-K filed September 14, 2010)
4.2	Bylaws, as amended and restated May 12, 2011 (incorporated by reference to Exhibit 3.1 to Form 8-K filed May 17, 2011)
4.3*	Ambassador Steel Corporation 401(k) Profit Sharing Plan Adoption Agreement
4.4*	Ambassador Steel Corporation 401(k) Profit Sharing Plan Basic Plan Document
4.5*	Ambassador Steel Corporation 401(k) Profit Sharing Plan Supplemental Stock Agreement
5*	Internal Revenue Service determination letter stating that the Ambassador Steel Corporation 401(k) Profit Sharing Plan is qualified under Section 401(a) of the Internal Revenue Code (included in Exhibit 4.4)
23*	Consent of PricewaterhouseCoopers LLP
24*	Power of Attorney (included on the signature page)

\* Filed herewith

The Company will submit or has submitted the Plan and any amendment to the Plan to the Internal Revenue Service (the IRS) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401(a) of the Internal Revenue Code of 1986, as amended.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

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

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

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

*Provided, however,* that Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 17<sup>th</sup> day of May, 2011.

**NUCOR CORPORATION**

By: /s/ James D. Frias  
James D. Frias  
Chief Financial Officer, Treasurer and

Executive Vice President

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 17<sup>th</sup> day of May, 2011.

**AMBASSADOR STEEL CORPORATION**

**401(K) PROFIT SHARING PLAN**

By: /s/ David E. Worthington  
David E. Worthington  
Secretary and Treasurer

Ambassador Steel Corporation, Plan Administrator

**POWER OF ATTORNEY**

Each of the undersigned directors and officers of the Registrant, by his or her execution hereof, hereby constitutes and appoints Daniel R. DiMicco, James D. Frias and A. Rae Eagle, and each of them with full power of substitution, as his or her true and lawful attorneys-in-fact and agents, to do any and all acts and things for him or her, and in his or her name, place and stead, to execute and sign any and all pre-effective and post-effective amendments to such Registration Statement, and file the same, together with all exhibits and schedules thereto and all other documents in connection therewith, with the Commission and with such state securities authorities as may be appropriate, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, and hereby ratifying and confirming all the acts of said attorneys-in-fact and agents, or any of them, which they may lawfully do in the premises or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 17<sup>th</sup> day of May, 2011:

<b>Signature</b>	<b>Title</b>
/s/ Daniel R. DiMicco	Chairman and Chief Executive Officer
Daniel R. DiMicco	(principal executive officer)
/s/ James D. Frias James D. Frias	Chief Financial Officer, Treasurer and Executive Vice President

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(principal financial officer)

/s/ Michael D. Keller Michael D. Keller	General Manager and Corporate Controller (principal accounting officer)
/s/ Peter C. Browning Peter C. Browning	Director
/s/ Clayton C. Daley, Jr. Clayton C. Daley, Jr.	Director
/s/ John J. Ferriola John J. Ferriola	Director
/s/ Harvey B. Gantt Harvey B. Gantt	Director
/s/ Victoria F. Haynes Victoria F. Haynes, Ph.D.	Director
/s/ James D. Hlavacek James D. Hlavacek, Ph.D.	Director
/s/ Bernard L. Kasriel Bernard L. Kasriel	Director
/s/ Christopher J. Kearney Christopher J. Kearney	Director
/s/ John H. Walker John H. Walker	Director

**INDEX TO EXHIBITS**

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