

CORE MOLDING TECHNOLOGIES INC
 Form S-8
 June 04, 2003

As filed with the Securities and Exchange Commission on June 4, 2003.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

CORE MOLDING TECHNOLOGIES, INC.
 (Exact name of registrant as specified in its charter)

| | |
|-----------------------------------|------------------------|
| Delaware | 31-1481870 |
| (State or other jurisdiction | (I.R.S. Employer |
| of Incorporation or organization) | Identification Number) |

800 Manor Park Drive, P.O. Box 28183
 Columbus, Ohio 43228-0183
 (Address of Principal Executive Office)

CORE MOLDING TECHNOLOGIES, INC.
 AMENDED AND RESTATED LONG-TERM EQUITY INCENTIVE PLAN

HERMAN F. DICK, JR.
 c/o CORE MOLDING TECHNOLOGIES, INC.
 800 Manor Park Drive, P.O. Box 28183
 Columbus, Ohio 43228-0183
 (614) 870-5000
 (Name, address, including ZIP Code, and telephone number,
 including area code, of agent for service)

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 |
|--|-------------------------|---|---|
| Common Stock | 1,500,000 | \$ 1.975 | \$ 2,962,500 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) and calculated on the basis of the average of the high and low sales prices of the shares of Common Stock on June 2, 2003, as reported by the American Stock Exchange.

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STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

This Registration Statement relates to the Core Molding Technologies, Inc. Amended and Restated Long-Term Equity Incentive Plan that, among other things, increased the number of shares of common stock, \$0.01 par value per share, of the Registrant ("Common Stock") authorized to be issued thereunder from 1,500,000 to 3,000,000. The contents of the Registrant's Registration Statement on Form S-8 with respect to its Core Molding Technologies, Inc. Long-Term Equity Incentive Plan, Registration No. 333-29203, filed with the Securities and Exchange Commission on June 13, 1997, are hereby incorporated herein by reference pursuant to General Instruction E to Form S-8. Also pursuant to General Instruction E to Form S-8, the filing fee is being paid only with respect to the 1,500,000 shares of Common Stock not previously registered.

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 Columbus, State of Ohio, as of June 4, 2003.

CORE MOLDING TECHNOLOGIES, INC.

By: /s/ Herman F. Dick, Jr.

Herman F. Dick, Jr.
Treasurer and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below as of the 4th day of June, 2003 by the following persons in the capacities indicated.

| Signature | Title |
|---|---|
| * ----- Malcolm M. Prine | Chairman of the Board of Directors |
| /s/ James L. Simonton ----- James L. Simonton | President, Chief Executive Officer and Director (principal executive officer) |
| /s/ Herman F. Dick, Jr. ----- Herman F. Dick, Jr. | Treasurer and Chief Financial Officer (principal financial and accounting officer) |
| * ----- Thomas R. Celliti | Director |
| * ----- James F. Crowley | Director |
| * ----- Ralph O. Hellmold | Director |

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*

Director

Thomas M. Hough

*By: /s/ Herman F. Dick

Herman F. Dick,
Attorney-in-Fact

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INDEX TO EXHIBITS

The following exhibits are filed as part of this Registration Statement:

| EXHIBIT NO. ----- | DESCRIPTION ----- | PAGE NO. ----- |
|----------------------|--|---|
| 4.1 | Certificate of Incorporation of Registrant as filed with the Secretary of State of Delaware on October 8, 1996 | Incorporated by reference to Exhibit of Registration Statement on Form (Registration No. 333-29203) |
| 4.2 | Certificate of Amendment of Certificate of Incorporation of Registrant as filed with the Secretary of State of Delaware on November 6, 1996 | Incorporated by reference to Exhibit of Registration Statement on Form (Registration No. 333-29203) |
| 4.3 | Certificate of Incorporation of Registrant, reflecting amendments through November 6, 1996 (for purposes of compliance with Securities and Exchange Commission filing requirements only) | Incorporated by reference to Exhibit of Registration Statement on Form (Registration No. 333-29203) |
| 4.4 | Certificate of Amendment of Certificate of Incorporation, as filed with the Secretary of State of Delaware on August 28, 2002 | Incorporated by reference to Exhibit 4(a)(4) of Registrant's Form 10-Q November 14, 2002) |
| 4.5 | By-Laws of Registrant | Incorporated by reference to Exhibit to Registrant's Registration Statement Form S-4 (filed November 8, 1996, Registration No. 333-15809) |
| 4.6 | 2002 Core Molding Technologies, Inc. Amended and Restated Long-Term Equity Incentive Plan | Page 5 |
| 5 | Opinion and consent of legal counsel re legality of securities. | Page 24 |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Auditors to Registrant | Page 25 |
| 23.2 | Consent of Squire, Sanders & Dempsey L.L.P., Counsel to Registrant | Filed as part of Exhibit 5 |
| 24 | Powers of Attorney | Page 26 |

