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HALLWOOD GROUP INC
Form S-8 POS
February 11, 2004

As filed with the Securities and Exchange Commission on February 11, 2004

Registration No. 33-63709

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

THE HALLWOOD GROUP INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0261339
(I.R.S. Employer
Identification No.)

3710 Rawlins
Suite 1500
Dallas, TX
(Address of principal executive offices)

75219
(Zip Code)

1995 STOCK OPTION PLAN
(Full title of the plan)

Melvin J. Melle
Vice President
The Hallwood Group Incorporated
3710 Rawlins
Suite 1500
Dallas, TX 75219
(214) 528-5588
(Name, address and telephone number,
including area code, of agent for service)

Copy to:
W. Alan Kailer, Esq.
Jenkins & Gilchrist,
a Professional Corporation
1445 Ross Avenue
Suite 3200
Dallas, TX 75202

CALCULATION OF REGISTRATION FEE

Title of Class of	Amount	Proposed Maximum	Proposed Maximum Aggregate
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Securities to be Registered	to be Registered(1) (2)	Offering Price per Share(3) (4)	Offering Price(3) (4)
Common Stock, \$.10 par value per share	40,800 shares	\$37.875	\$1,545,300

Pursuant to General Instruction E for registration statements on Form S-8, the contents of the Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form S-8 of The Hallwood Group Incorporation relating to its 1995 Stock Option Plan (the "Plan"), file number 33-63709, filed with the Securities and Exchange Commission on October 26, 1995, are incorporated herein by reference.

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 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this registration statement the following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

- (1) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002;
- (2) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30, and September 30, 2003;
- (3) the Registrant's Current Reports on Form 8-K filed with the Commission on April 23, May 16, July 14, November 17 and December 22, 2003; and
- (4) the description of the Registrant's Common Stock as set forth in the Registrant's Form 8-A Registration Statement filed with the Commission on January 28, 1982, including any amendment or report filed for the purpose of updating such description.

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All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement shall be deemed to be incorporated herein by reference and to be a part hereof from the date of the filing of such documents until such time as there shall have been filed a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold at the time of such amendment.

Item 8. Exhibits.

(a) Exhibits.

The following documents are filed as a part of this registration statement.

Exhibit	Description of Exhibit
4.1	1995 Stock Option Plan (filed as Annex B to the Company's Proxy Statement on Schedule 14A for the year ended December 31, 2000 and incorporated herein by reference).
5.1*	Opinion of Jenkens & Gilchrist, P.C.
23.1*	Consent of Jenkens & Gilchrist, P.C. (included in opinion filed as Exhibit 5.1 hereto).
23.2*	Consent of Deloitte & Touche LLP, independent auditors.

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 as amended, this Post-Effective Amendment No. 1 to Registration Statement No. 33-63709.:

THE HALLWOOD GROUP INCORPORATED

By: /s/ Melvin J. Melle

Melvin J. Melle
Vice President, Chief Financial
Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Capacity -----
* ----- Anthony J. Gumbiner	Chairman, Chief Executive Officer and President
* ----- Melvin J. Melle	Vice President, Chief Financial Officer and Secretary
* ----- Charles A. Crocco	Director
* ----- Thomas J. Talbot	Director
* /s/ Melvin J. Melle, ----- as agent and attorney-in-fact	

EXHIBIT INDEX

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