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UCAR INTERNATIONAL INC
Form S-8 POS
March 18, 2002

As filed with the Securities and Exchange Commission on March 18, 2002
Registration No. 333-36653

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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

UCAR INTERNATIONAL INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

06-1385548
(I.R.S. Employer Identification No.)

Brandywine West
1521 Concord Pike, Suite 301
Wilmington, Delaware 19803
(Address of Principal Executive Offices, Including Zip Code)

UCAR International Inc.
Compensation Deferral Program
(as amended and restated November, 1995)
(Full Title of the Plan)

Karen G. Narwold, Esq.
Vice President, General Counsel and Secretary
UCAR International Inc.
Brandywine West
1521 Concord Pike, Suite 301
Wilmington, Delaware 19803
(302) 778-8227
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

COPY TO:

M. Ridgway Barker, Esq.
Kelley Drye & Warren LLP
Two Stamford Plaza
281 Tresser Boulevard
Stamford, Connecticut 06901

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DEREGISTRATION OF SECURITIES

UCAR International Inc. (the "Registrant") is filing this post-effective amendment to deregister securities registered for issuance pursuant to the UCAR International Inc. Compensation Deferral Program as amended and restated November 1995 (the "Plan") on Registration Statement on Form S-8, No. 333-36653 (the "Registration Statement"). The Registration Statement registered \$10,000,000 of unsecured obligations of the Registrant to pay deferred compensation (the "Obligations") in accordance with the Plan. All remaining unissued Obligations are hereby deregistered.

2

ITEM 8. EXHIBITS.

The following opinions, consents and other documents are attached hereto as exhibits:

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of UCAR International Inc. (incorporated by reference to the Registration Statement of the Registrant on Form S-1 (File No. 33-94698)).
3.2	Amended and Restated Bylaws of UCAR International Inc. (incorporated by reference to the Registration Statement of the Registrant on Form S-1 (File No. 33-94698)).
4.1	UCAR International Inc. Compensation Deferral Program (as amended and restated November, 1995) (incorporated by reference to the Registration Statement of the Registrant on Form S-1 (File No. 333-1090)).
4.2	First Amendment to such Compensation Deferral Program effective as of January 1, 1995 (incorporated by reference to the Registration Statement of UCAR International Inc. and UCAR Global Enterprises Inc. on Form S-1 (File No. 33-84850)).
4.3	Second Amendment to such Compensation Deferral Program effective as of March 15, 1996 (incorporated by reference to the Annual Report of the Registration Form 10-K for the year ended December 31, 1995)).
4.4	Third Amendment to such Compensation Deferral Program effective as of July 9, 1996 (incorporated by reference to the Quarterly Report of the Registrant on Form 10-Q for the quarter ended March 31, 1996)).
4.5	Fourth Amendment to such Compensation Deferral Program

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effective as of January 1, 1997 (incorporated by reference to the Annual Report of the Registrant on Form 10-K to the year ended December 31, 1996)).

- 5 Opinion of Kelley Drye & Warren (previously filed).
- 23.1 Consent of KPMG Peat Marwick LLP (previously filed).
- 23.2 Consent of Kelley Drye & Warren LLP (included in Exhibit 5).
- 24 Powers of Attorney.

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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on the 18th day of March, 2002.

UCAR INTERNATIONAL INC.

By: /s/ Karen G. Narwold

 Name: Karen G. Narwold
 Title: Vice President, Secretary
 and General Counsel

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

Signatures	Title
* ----- Gilbert E. Playford	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)
* ----- Corrado F. De Gasperis	Vice President, Chief Financial Officer and Chief Information Officer (Principal Financial and Accounting Officer)
* ----- R. Eugene Cartledge	Director
* -----	Director

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Mary B. Cranston

*

Director

John R. Hall

*

Director

Thomas Marshall

*

Director

Ferrell P. McClean

*

Director

Michael C. Nahl

* By: /s/ Karen G. Narwold

Karen G. Narwold, ATTORNEY-IN-FACT

4

EXHIBIT INDEX

Exhibit No. -----	Description -----	Page No. -----
24	Powers of Attorney.	