

QUANEX CORP
Form S-8
September 11, 2003

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As filed with the Securities and Exchange Commission on September 11, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUANEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

38-1872178

(I.R.S. Employer
Identification No.)

**1900 West Loop South, Suite 1500
Houston, Texas**

(Address of Principal Executive Offices)

77027
(Zip Code)

Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan

(Full title of the plan)

**Terry M. Murphy
Quanex Corporation
1900 West Loop South, Suite 1500
Houston, Texas 77027**

(Name and address of agent for service)

(713) 855-8000

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

With Copy to:

**Fulbright & Jaworski L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201-9975
(214) 855-8000
Attention: Harva R. Dockery**

CALCULATION OF REGISTRATION FEE

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Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock \$.50 par value	1,200,000 shares ⁽¹⁾	\$33.085	\$39,702,000	\$3,211.90
Rights to purchase Series A Junior Participating Preferred Stock	1,200,000 ⁽¹⁾			

(1) Represents additional shares and accompanying Rights registered for purchase under the Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan (the "Plan"). The number of shares and accompanying Rights registered hereunder does not include the 750,000 shares registered under that certain Registration Statement on Form S-8, Reg. No. 333-18267, filed with the Commission on December 18, 1996, or the 600,000 shares registered under that certain Registration Statement on Form S-8, Reg. No. 333-45624, filed with the Commission on September 12, 2000.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 and based upon the average of the high and low sales price of a share of Common Stock on the New York Stock Exchange on September 9, 2003.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement registers additional securities of the same class as other securities for which registration statements on this Form (Registration No. 333-18267 and 333-45624, the "Earlier Registration Statements") relating to the Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan (the "Plan") are effective. Pursuant to Instruction E to Form S-8, the contents of the Earlier Registration Statements are incorporated herein by reference.

Item 8. Exhibits

- 4.1 Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, filed as Exhibit 10.19 of the Registrant's Annual Report on Form 10-K for the year ended October 31, 1996, and incorporated herein by reference.
- 4.2 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, dated December 1997, filed as Exhibit 10.26 of the Registrant's Annual Report on Form 10-K for the year ended October 31, 1999, and incorporated herein by reference.
- 4.3 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, dated December 9, 1999, filed as Exhibit 10.27 of the Registrant's Annual Report on Form 10-K for the year ended October 31, 1999, and incorporated herein by reference.
- 4.4 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, effective February 23, 2000, filed as Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2000, and incorporated herein by reference.
- 4.5 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, effective February 26, 2003, filed as Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2003, and incorporated herein by reference.
- 5.1 Opinion of Fulbright & Jaworski L.L.P.

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SIGNATURE	TITLE	DATE
Donald G. Barger		
<i>/s/ SUSAN F. DAVIS</i>	Director	September 11, 2003
Susan F. Davis		
<i>/s/ RUSSELL M. FLAUM</i>	Director	September 11, 2003
Russell M. Flaum		
<i>/s/ MICHAEL J. SEBASTIAN</i>	Director	September 11, 2003
Michael J. Sebastian		
<i>/s/ VINCENT R. SCORSONE</i>	Director	September 11, 2003
Vincent R. Scorsone		
<i>/s/ JOSEPH J. ROSS</i>	Director	September 11, 2003
Joseph J. Ross		

INDEX TO EXHIBITS

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- 5.1 Opinion of Fulbright & Jaworski L.L.P.
- 23.1 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
- 23.2 Consent of Deloitte & Touche LLP.
- 24.1 Powers of Attorney from certain members of the Board of Directors of the Registrant (contained on pages II-2 and II-3).

QuickLinks

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURES

POWER OF ATTORNEY

INDEX TO EXHIBITS