

ALLEGHENY TECHNOLOGIES INC  
Form S-8  
May 17, 2012

Registration No. 333-\_\_\_\_\_

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-8

### REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

## ALLEGHENY TECHNOLOGIES INCORPORATED

(Exact name of registrant as specified in its charter)

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

**25-1792394**  
(I.R.S. Employer  
Identification No.)

**1000 Six PPG Place**

**Pittsburgh, Pennsylvania 15222-5479902**

(Address of principal executive offices)

**ALLEGHENY TECHNOLOGIES INCORPORATED**

**2007 INCENTIVE PLAN**

(Full title of the plan)

**Elliot S. Davis**

**Senior Vice President, General Counsel,**

**Chief Compliance Officer and Corporate Secretary**

**Allegheny Technologies Incorporated**

**1000 Six PPG Place**

**Pittsburgh, Pennsylvania 15222-5479**

(Name and address of agent for service)

**(412) 394-2800**

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

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):

Large accelerated filer

Accelerated filer

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

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</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.10 per share	2,500,000	\$ 37.84 <sup>(2)</sup>	\$ 94,600,000 <sup>(2)</sup>	\$ 10,842

<sup>(1)</sup> This Registration Statement also registers additional securities to be offered or issued upon adjustments or changes made to registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act).

<sup>(2)</sup> Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h). The fee is calculated on the basis of the average of the high and low trading prices for the Registrant's common stock on the New York Stock Exchange Composite

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Tape on May 15, 2012, which was \$37.84.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Allegheny Technologies Incorporated, a Delaware corporation (the Corporation or the Registrant), relating to 2,500,000 shares (the Additional Shares) of its common stock, par value \$0.10 per share (the Common Stock), issuable to eligible employees and non-employee directors of the Corporation under the Allegheny Technologies Incorporated 2007 Incentive Plan, as amended and restated (the Plan), which Additional Shares are in addition to (i) the 1,077,889 shares of Common Stock registered on the Corporation's Form S-8 filed on May 2, 2007 (Commission File No. 333-142559), (ii) the 1,422,111 shares of Common Stock registered on the Corporation's Form S-8 filed on November 4, 2005 (Commission File No. 333-129485), and (iii) the 2,000,000 shares of Common Stock registered on the Corporation's Form S-8 filed on May 5, 2010 (Commission File No. 333-166628) (collectively, the Prior Registration Statements).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference into this Registration Statement: (i) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, (ii) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, (iii) Current Reports on Form 8-K filed with the Commission on February 28, 2012, March 8, 2012, March 14, 2012, March 20, 2012, April 9, 2012, April 25, 2012 and May 15, 2012, in each case other than information, if any, furnished under Items 2.02 or 7.01 of Form 8-K, and (iii) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed on July 30, 1996, as the same may be amended.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement. Each document incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document which is incorporated by reference into this Registration Statement or by any document which constitutes part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act of 1933, as amended.

#### Item 5. Interests of Named Experts and Counsel.

The legality of the issuance of the Common Stock being registered has been passed upon for the Registrant by Elliot S. Davis, Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary of the

Registrant. Mr. Davis is regularly employed by the Registrant, participates in various employee benefit plans of the Registrant under which he may receive shares of Common Stock, restricted stock, stock appreciation rights, options to purchase shares of Common Stock, performance awards or other equity awards, and currently beneficially owns less than 1% of the outstanding shares of Common Stock.

**Item 8. Exhibits.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
4.1	Certificate of Incorporation of Allegheny Technologies Incorporated, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-12001)).
4.2	Amended and Restated Bylaws of Allegheny Technologies Incorporated (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 1-12001)).
5.1	Opinion of Elliot S. Davis, Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary of the Registrant, regarding the legality of the shares being registered hereunder.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Elliot S. Davis, Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary of the Registrant (included in the Opinion filed as Exhibit 5.1).
24.1	Power of Attorney (set forth on the signature page of this Registration Statement).
99.1	Allegheny Technologies Incorporated 2007 Incentive Plan, As Amended and Restated (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 dated May 7, 2010 (File No 333-166628)).
99.2	Amendment No. 1 to the Allegheny Technologies Incorporated 2007 Incentive Plan, As Amended and Restated, Effective May 11, 2012.

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**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 Pittsburgh, Commonwealth of Pennsylvania, on this 17<sup>th</sup> day of May, 2012.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: /s/ Richard J. Harshman  
Richard J. Harshman

Chairman, President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints Dale G. Reid, Elliot S. Davis and Marissa P. Earnest and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, 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 to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated:

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Richard J. Harshman	Chairman, President and Chief	
Richard J. Harshman	Executive Officer (Principal Executive Officer)	May 17, 2012
/s/ Dale G. Reid	Executive Vice President, Finance and	
Dale G. Reid	Chief Financial Officer (Principal Financial Officer)	May 17, 2012

/s/ Karl D. Schwartz	Controller and Chief Accounting Officer	May 17, 2012
Karl D. Schwartz	(Principal Accounting Officer)	
/s/ Diane C. Creel	Director	May 17, 2012
Diane C. Creel		
/s/ James C. Diggs	Director	May 17, 2012
James C. Diggs		
/s/ J. Brett Harvey	Director	May 17, 2012
J. Brett Harvey		
/s/ Barbara S. Jeremiah	Director	May 17, 2012
Barbara S. Jeremiah		
/s/ Michael J. Joyce	Director	May 17, 2012
Michael J. Joyce		
/s/ John R. Pipski	Director	May 17, 2012
John R. Pipski		
/s/ James E. Rohr	Director	May 17, 2012
James E. Rohr		
/s/ Louis J. Thomas	Director	May 17, 2012
Louis J. Thomas		
/s/ John D. Turner	Director	May 17, 2012
John D. Turner		

**EXHIBIT INDEX**

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