

ENPRO INDUSTRIES, INC
Form S-8
December 21, 2011

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

ENPRO INDUSTRIES, INC.

(Exact name of registrant, as specified in its charter)

| | |
|---|--|
| North Carolina | 01-0573945 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer) Identification No.) |
| 5605 Carnegie Boulevard, Suite 500 Charlotte, North Carolina 28209 | |

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (704) 731-1500

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ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR HOURLY EMPLOYEES
(f/k/a ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR HOURLY WORKERS)
ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR SALARIED EMPLOYEES
(f/k/a ENPRO INDUSTRIES, INC. RETIREMENT SAVINGS PLAN FOR SALARIED WORKERS)

(Full title of the plans)

Richard L. Magee

Senior Vice President, General Counsel and Secretary

EnPro Industries, Inc.

5605 Carnegie Boulevard, Suite 500

Charlotte, North Carolina 28209

(Name and address of agent for service)

(704) 731-1523

(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

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| | Amount to | Proposed maximum | Proposed maximum aggregate | Amount of registration fee |
|--|---------------|-------------------------|-------------------------------|----------------------------------|
| Title of securities to be registered | be registered | offering price per unit | offering price | fee |
| Common stock, \$.01 par value (including associated preferred stock purchase rights (2)) | 600,000 (1) | \$32.91 (1) | \$19,746,000 (1) | \$2,262.90 |

- (1) In accordance with Rule 457(h)(1) of the Securities Act, the price for the shares is computed on the basis of the average high and low prices for the common stock of EnPro Industries, Inc. on December 19, 2011 as reported on the New York Stock Exchange.
- (2) Each share of common stock issued by EnPro Industries, Inc. will have one associated attached preferred stock purchase right under the Rights Agreement, dated as of May 31, 2002, between EnPro Industries, Inc. and The Bank of New York, as Rights Agent.

INCORPORATION BY REFERENCE

The registration statement registers 600,000 additional shares of common stock of EnPro Industries, Inc. (the Corporation), under the EnPro Industries, Inc. Retirement Savings Plan for Hourly Employees (formerly known as the EnPro Industries, Inc. Retirement Savings Plan for Hourly Workers) and the EnPro Industries, Inc. Retirement Savings Plan for Salaried Employees (formerly known as the EnPro Industries, Inc. Retirement Savings Plan for Salaried Workers). Shares of common stock to be acquired pursuant to these Plans and an indeterminate number of interests in these Plans have previously been registered on Form S-8 (Registration No. 333-89576), the contents of which are hereby incorporated by reference.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document (which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe it meets all 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 Charlotte, State of North Carolina, on December 21, 2011.

ENPRO INDUSTRIES, INC.

By: /s/ Richard L. Magee
 Richard L. Magee
 Senior Vice President, General Counsel and
 Secretary

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

| Signatures | Title | Date |
|------------------------|---|-------------------|
| /s/ Stephen E. Macadam | President, Chief Executive Officer and Director | December 21, 2011 |
| Stephen E. Macadam | (Principal Executive Officer) | |
| /s/ Alexander W. Pease | Senior Vice President and Chief Financial Officer | December 21, 2011 |
| Alexander W. Pease | (Principal Financial Officer) | |
| /s/ Donald G. Pomeroy | Vice President and Controller | December 21, 2011 |
| Donald G. Pomeroy | (Principal Accounting Officer) | |
| /s/ J.P. Bolduc | Director | December 21, 2011 |
| J.P. Bolduc* | | |
| /s/ Peter C. Browning | Director | December 21, 2011 |
| Peter C. Browning* | | |
| /s/ Diane C. Creel | Director | December 21, 2011 |
| Diane C. Creel * | | |
| /s/ Don DeFosset | Director | December 21, 2011 |
| Don DeFosset* | | |
| /s/ Gordon D. Harnett | Director | December 21, 2011 |
| Gordon D. Harnett* | | |
| /s/ David L. Hauser | Director | December 21, 2011 |

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David L. Hauser*

/s/ Wilbur J. Prezzano, Jr.

Director

December 21, 2011

Wilbur J. Prezzano, Jr.*

* By: /s/ Robert S. McLean
(Robert S. McLean, Attorney-in-Fact)

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 4.1 | EnPro Industries, Inc. Retirement Savings Plan for Hourly Employees, as amended |
| 4.2 | EnPro Industries, Inc. Retirement Savings Plan for Salaried Employees, as amended |
| 4.3 | Restated Articles of Incorporation of the Corporation (incorporated by reference to Exhibit 3.1 to the Form 10-Q for the period ended June 30, 2008 filed by EnPro Industries, Inc. (File No. 001-31225)) |
| 4.4 | Amended Bylaws of the Corporation (incorporated by reference to Exhibit 3.1 to the Form 8-K/A dated August 30, 2011 (File No. 001-31225)) |
| 4.5 | Form of certificate representing shares of common stock, par value \$0.01 per share, of the Corporation (incorporated by reference to Amendment No. 4 of the Corporation's registration statement on Form 10 (File No. 001-31225)) |
| 4.6 | Rights Agreement between EnPro Industries, Inc. and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 4.7 to the registration statement on Form S-8 filed on May 31, 2002 by the Corporation, the EnPro Industries, Inc. Retirement Savings Plan for Hourly Workers and the EnPro Industries, Inc. Retirement Savings Plan for Salaried Workers (Registration No. 333-89576)) |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Bates White, LLC |
| 24.1 | Power of Attorney of Stephen E. Macadam |
| 24.2 | Power of Attorney of J.P. Bolduc |
| 24.3 | Power of Attorney of Peter C. Browning |
| 24.4 | Power of Attorney of Diane C. Creel |
| 24.5 | Power of Attorney of Don DeFosset |
| 24.6 | Power of Attorney of Gordon D. Harnett |
| 24.7 | Power of Attorney of David L. Hauser |
| 24.8 | Power of Attorney of Wilbur J. Prezzano, Jr. |

The Corporation undertakes that it will submit or has submitted each of the plans that are subject to ERISA and qualification under Section 401 of the Internal Revenue Code and any amendment thereto to the Internal Revenue Service (IRS) in a timely manner and has made or will make all changes required by the IRS in order to qualify such plans, to the extent required.