

ENPRO INDUSTRIES, INC

Form S-8

May 08, 2009

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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  
(State or other jurisdiction of  
incorporation or organization)

01-0573945  
(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

ENPRO INDUSTRIES, INC. AMENDED AND RESTATED 2002 EQUITY COMPENSATION PLAN  
(Full title of the plan)

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   
(Do not check if a smaller  
reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|--|---|----------------------------|
|                                      |                         |  |   |                            |

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|  |             |             |                 |          |
|--|-------------|-------------|-----------------|----------|
| Common stock, \$.01 par value (including associated preferred stock purchase rights (3)) | 400,000 (1) | \$17.03 (2) | \$6,812,000 (2) | \$380.11 |
|--|-------------|-------------|-----------------|----------|

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also relates to an indeterminate number of additional shares of common stock issuable with respect to the shares registered hereunder in the event of a stock split, stock dividend or other similar transaction.

(2) 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 May 6, 2009 as reported on the New York Stock Exchange.

(3) 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.

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**INCORPORATION BY REFERENCE**

The registration statement registers 400,000 additional shares of common stock of EnPro Industries, Inc. (the Corporation ), under the EnPro Industries, Inc. Amended and Restated 2002 Equity Compensation Plan. Shares for this Plan have previously been registered on Forms S-8 (Registration No. 333-89580 and Registration No. 333-107775), 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.

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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 May 8, 2009.

ENPRO INDUSTRIES, INC.

By: /s/ Richard L. Magee  
Richard L. Magee  
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.

| <b>Signatures</b>                             | <b>Title</b>  | <b>Date</b> |
|---|---|-------------|
| /s/ Stephen E. Macadam<br>Stephen E. Macadam  | President, Chief Executive Officer and<br>Director (Principal Executive Officer)  | May 8, 2009 |
| /s/ William Dries<br>William Dries            | Senior Vice President and Chief<br>Financial Officer (Principal Financial<br>Officer and Principal Accounting<br>Officer) | May 8, 2009 |
| /s/ William R. Holland<br>William R. Holland* | Director and Chairman of the Board  | May 8, 2009 |
| /s/ J.P. Bolduc<br>J.P. Bolduc*               | Director  | May 8, 2009 |
| /s/ Peter C. Browning<br>Peter C. Browning*   | Director  | May 8, 2009 |
| /s/ Don DeFosset<br>Don DeFosset*             | Director  | May 8, 2009 |
| /s/ Gordon D. Harnett<br>Gordon D. Harnett*   | Director  | May 8, 2009 |
| /s/ David L. Hauser<br>David L. Hauser*       | Director  | May 8, 2009 |

/s/ Wilbur J. Prezzano, Jr.

Director

May 8, 2009

Wilbur J. Prezzano, Jr.\*

\*By: /s/ Richard L. Magee

(Richard L. Magee, Attorney-in-Fact)

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**EXHIBIT INDEX**

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | EnPro Industries, Inc. 2002 Equity Compensation Plan (2009 Amendment and Restatement) (incorporated by reference to Appendix A to the proxy statement on Schedule 14A filed by the Corporation on March 24, 2009)   |
| 4.2            | 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 (File No. 001-31225))   |
| 4.3            | Amended Bylaws of the Corporation (incorporated by reference to Exhibit 99.1 to the Form 8-K dated December 12, 2007 (File No. 001-31225))  |
| 4.4            | 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))  |
| 4.5            | 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 (File No. 333-89576)) |
| 5              | Opinion of Robinson, Bradshaw & Hinson, P.A.  |
| 23.1           | Consent of Robinson, Bradshaw & Hinson, P.A. (contained in Exhibit 5)   |
| 23.2           | Consent of PricewaterhouseCoopers LLP   |
| 23.3           | Consent of Bates White, LLC   |
| 24.1           | Power of Attorney of Stephen E. Macadam   |
| 24.2           | Power of Attorney of William R. Holland   |
| 24.3           | Power of Attorney of J.P. Bolduc  |
| 24.4           | Power of Attorney of Peter C. Browning  |
| 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.  |