

BEACON ROOFING SUPPLY INC
Form S-8
May 09, 2008

As filed with the Securities and Exchange Commission on May 9, 2008

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

*Registration Statement
under
The Securities Act of 1933*

Beacon Roofing Supply, Inc.

(Exact name of Company as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4173371
(I.R.S. Employer
Identification No.)

1 Lakeland Park Drive

Peabody, MA 01960

(Address of principal executive offices, including zip code)

BEACON ROOFING SUPPLY, INC. 2004 STOCK PLAN
(As Amended and Restated Effective October 22, 2007)

(Full title of the plans)

Robert R. Buck
Chief Executive Officer
Beacon Roofing Supply, Inc.
1 Lakeland Park Drive
Peabody, MA 01960

(Name and address of agent for service)

(877) 645-7663

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

With a copy to:

Ross D. Cooper
Senior Vice President, General Counsel & Secretary
Beacon Roofing Supply, Inc.
1 Lakeland Park Drive
Peabody, MA 01960
(301) 272-2123

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$.01 per share | 1,750,000 | \$11.04(1) | \$19,320,000(1) | \$760(1)(2) |

- (1) Calculated pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933 on the basis of the high and low sales prices of the Common Stock reported on the Nasdaq Global Select Market on May 7, 2008, solely for the purpose of calculating the amount of the registration fee.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Beacon Roofing Supply, Inc. 2004 Stock Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

REGISTRATION OF ADDITIONAL SECURITIES STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

The contents of Registration Statement on Form S-8 (File No. 333-119747) filed by the Registrant with the Securities and Exchange Commission on October 14, 2004 registering Common Stock issuable under the Plan is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this registration statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that 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 Peabody, Commonwealth of Massachusetts, on the 8th day of May, 2008.

BEACON ROOFING SUPPLY, INC.
(Registrant)

By: /s/ David R. Grace
David R. Grace
Senior Vice President, Chief Financial
Officer

Each person whose signature appears below appoints Robert R. Buck, David R. Grace and Ross D. Cooper, or any of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any post-effective amendments to this Registration Statement that any of such attorneys shall deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission with respect thereto, in connection with this Registration Statement, which amendments may make such changes in such Registration Statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the Company made in connection with this Registration Statement; and each of the undersigned hereby ratifies all that any of said attorneys shall do or cause to be done by virtue thereof.

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

| SIGNATURE | TITLE | DATE |
|--------------------------------------|--|-------------|
| /s/ Robert R. Buck Robert R. Buck | Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director | May 8, 2008 |
| /s/ David R. Grace David R. Grace | Senior Vice President, Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer) | May 8, 2008 |

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| SIGNATURE | TITLE | DATE |
|--|--------------|-------------|
| /s/ H. Arthur Bellows, Jr. H. Arthur Bellows, Jr. | Director | May 8, 2008 |
| /s/ James J. Gaffney James J. Gaffney | Director | May 8, 2008 |
| /s/ Peter M. Gotsch Peter M. Gotsch | Director | May 8, 2008 |
| /s/ Andrew R. Logie Andrew R. Logie | Director | May 8, 2008 |
| /s/ Stuart A. Randle Stuart A. Randle | Director | May 8, 2008 |
| /s/ Wilson B. Sexton Wilson B. Sexton | Director | May 8, 2008 |

INDEX TO EXHIBITS

| Exhibit Number | Exhibit |
|---------------------------|--|
| 3.1 | Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's annual report on Form 10-K for the year ended September 25, 2004). |
| 3.2 | Amended and Restated By-Laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's annual report on Form 10-K for the year ended September 30, 2007). |
| 5 | Opinion of Ross D. Cooper |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Ross D. Cooper (contained in the Opinion filed as Exhibit 5). |
| 24 | Power of Attorney (set forth on the signature page). |