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UCAR INTERNATIONAL INC  
Form S-8 POS  
March 18, 2002

As filed with the Securities and Exchange Commission on March 18, 2002  
Registration No. 333-2598

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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UCAR INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

06-1385548  
(I.R.S. Employer Identification No.)

Brandywine West  
1521 Concord Pike, Suite 301  
Wilmington, Delaware 19803  
(Address of Principal Executive Offices, Including Zip Code)

Equity Ownership Program  
(Full Title of the Plan)

Karen G. Narwold, Esq.  
Vice President, General Counsel and Secretary  
UCAR International Inc.  
Brandywine West  
1521 Concord Pike, Suite 301  
Wilmington, Delaware 19803  
(302) 778-8227  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

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Copy to:

M. Ridgway Barker, Esq.  
Kelley Drye & Warren LLP  
Two Stamford Plaza  
281 Tresser Boulevard  
Stamford, Connecticut 06901

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DEREGISTRATION OF SECURITIES

UCAR International Inc. (the "Registrant") is filing this post-effective amendment to deregister securities registered for resale pursuant to its Equity Ownership Program (the "Plan") on Registration Statement on Form S-8, No. 333-2598 (the "Registration Statement"). The Registration Statement registered 854,838 shares of Common Stock, par value \$0.01 per share, of the Registrant (the "Shares") in accordance with the Plan. All remaining unissued Shares are hereby deregistered.

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Item 8. Exhibits.

The following opinions, consents and other documents are attached hereto as exhibits:

| Exhibit No. | Description  |
|-------------|--|
| 4.1         | Form of Management Common Stock Subscription Agreement (incorporated by reference to Exhibit 2.5 to the Registration Statement of the Registrant and UCAR Global Enterprises Inc. on Form S-1 (File No. 33-84850)).  |
| 4.2         | Form of Management Pledge and Security Agreement, together with Form of Promissory Note (incorporated by reference to Exhibit 2.6 to the Registration Statement of the Registrant on Form S-1 (File No. 33-94698)).  |
| 4.3         | Form of Amendment, Waiver and Release in connection with such Management Common Stock Subscription Agreements, Management Pledge and Security Agreements and Promissory Notes (incorporated by reference to Exhibit 2.6(b) to the Registration Statement of the Registrant on Form S-1 (File No. 333-1090)).   |
| 4.4         | Stock Repurchase Agreement dated as of April 2, 1997 among UCAR International Inc., Blackstone Capital Partners Merchant Banking Fund L.P., Blackstone Offshore Capital Partners II L.P., Blackstone Family Investment Partnership II L.P. and Chase Equity Associates, L.P. (incorporated by reference to Exhibit 2.33 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997). |
| 23.1        | Consent of Kelley Drye & Warren LLP (previously filed).  |
| 23.2        | Consent of KPMG Peat Marwick LLP (previously filed).   |
| 24          | Powers of Attorney.  |

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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on the 18th day of March, 2002.

UCAR INTERNATIONAL INC.

By: /s/ Karen G. Narwold

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Name: Karen G. Narwold  
Title: Vice President, Secretary and General Counsel

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

| Signatures                           | Title   |
|--------------------------------------|---|
| *<br>-----<br>Gilbert E. Playford    | Chairman of the Board, Chief Executive Officer, President and Director<br>(Principal Executive Officer)               |
| *<br>-----<br>Corrado F. De Gasperis | Vice President, Chief Financial Officer and Chief Information Officer<br>(Principal Financial and Accounting Officer) |
| *<br>-----<br>R. Eugene Cartledge    | Director  |
| *<br>-----<br>Mary B. Cranston       | Director  |
| *<br>-----<br>John R. Hall           | Director  |
| *<br>-----<br>Thomas Marshall        | Director  |

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Director

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Ferrell P. McClean

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Director

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Michael C. Nahl

\* By: /s/ Karen G. Narwold

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Karen G. Narwold, Attorney-in-Fact

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EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>----- | Page No.<br>----- |
|----------------------|----------------------|-------------------|
| 24                   | Powers of Attorney.  |                   |