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REUNION INDUSTRIES INC
Form S-8
June 01, 2001

Registration No. 333-_____

As filed with the Securities and Exchange Commission on June 1, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

REUNION INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1439715
(I.R.S. Employer
Identification No.)

11 Stanwix Street, Suite 1400, Pittsburgh, Pennsylvania 15222
(Address of Principal Executive Offices)

THE 1998 STOCK OPTION PLAN OF REUNION INDUSTRIES, INC.
(Full title of plan)

Richard L. Evans
Reunion Industries, Inc.
11 Stanwix Street
Suite 1400
Pittsburgh, Pennsylvania 15222
(Name and address of agent for service)
412-281-2111
(Telephone number of agent for service)

Copies of communications to:

Stephen W. Johnson, Esq.
Buchanan Ingersoll PC
One Oxford Centre, 20th Floor
301 Grant Street
Pittsburgh, Pennsylvania 15219
(412) 562-8800

Calculation of Registration Fee

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per unit (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee |
|--------------------------------------|-------------------------|--|---|----------------------------|
| ----- | ----- | ----- | ----- | ----- |
| Common Stock | 600,000 | \$ 1.295 | \$ 777,000 | \$ 194.25 |

(1) The price is estimated solely for purpose of calculating the registration fee pursuant to Rule 457(h)(1). The offering price and fee are computed based on the average of the high and low prices of the registrant's

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common stock as reported on the American Stock Exchange on May 29, 2001.

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INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Reunion Industries, Inc. (the "Corporation"), hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statement, File No. 333-37702, relating to the Corporation's 1998 Stock Option Plan.

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SIGNATURES

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 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 June 1, 2001.

REUNION INDUSTRIES, INC.

/s/ RICHARD L. EVANS

Richard L. Evans
Executive Vice President of
Administration and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities as of this 1st day of June, 2001.

| Signature ----- | Title ----- | Date ---- |
|-------------------------|--|--|
| Charles E. Bradley, Sr. | Chairman of the Board and Chief Executive Officer | |
| Thomas N. Amonett | Director | |
| Kimball J. Bradley | Director, President and Chief Operating Officer | |
| Thomas L. Cassidy | Director | /s/RICHARD L. EVANS ----- Richard L. Evans, for himself and as attorney-in-fact for each director and the principal financial and accounting officer, on June 1, 2001 |
| W. R. Clerihue | Director | |
| Joseph C. Lawyer | Director and Vice Chairman | |
| Franklin Myers | Director | |

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John G. Poole Director

Richard L. Evans Executive Vice President
of Administration and Secretary

John M. Froehlich Executive Vice President of
Finance and Chief Financial
Officer (Principal Accounting Officer)

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Exhibit Index

| Exhibit Number ----- | Description ----- |
|----------------------------|--|
| 4.1 | The 1998 Stock Option Plan of Reunion Industries, Inc. Incorporated by reference from Exhibit 2.2 to Registration Statement on Form S-4 (No. 333-56153) |
| 4.2 | Form of Stock Option Agreement relating to the 1998 Stock Option Plan. Incorporated by reference from Exhibit 10.7 to Annual Report on Form 10-K for year ended December 31, 1998 (No. 033-64325) |
| 5.1* | Opinion of Buchanan Ingersoll Professional Corporation |
| 23.1* | Consent of Buchanan Ingersoll Professional Corporation (included in its opinion filed as Exhibit 5.1 hereto) |
| 23.2* | Consent of PricewaterhouseCoopers LLP, Pittsburgh, PA |
| 24.1* | Power of Attorney |

* Filed herewith.

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Exhibit 5.1

May 24, 2001

Reunion Industries, Inc.
11 Stanwix Street, Suite 1400
Pittsburgh, Pennsylvania 15222

Gentlemen:

In connection with the Registration Statement on Form S-8 (the
"Registration Statement") to be filed by Reunion Industries, Inc., a Delaware
corporation (the "Company"), under the Securities Act of 1933, as amended (the
"Securities Act"), in connection with the registration of an additional
600,000 shares of the Company's common stock, par value \$.01 per share (the

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"Shares"), reserved for issuance under the Company's 1998 Stock Option Plan (the "Plan"), we, as counsel for the Company, have examined such corporate records, other documents, and questions of law as we have considered necessary or appropriate for the purpose of this opinion.

Based on such examination, we are of the opinion that when the Registration Statement shall have been declared effective by order of the Securities and Exchange Commission and when the Shares have been duly issued and delivered pursuant to the terms of the Plan, such Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Sincerely,

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: /s/ Stephen W. Johnson

Stephen W. Johnson

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Exhibit 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 18, 2001 relating to the financial statements of Reunion Industries, Inc., which is included in Reunion Industries, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the incorporation by reference of our report dated April 18, 2001 related to the financial statement schedules, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
May 31, 2001

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Exhibit 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard L. Evans his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a Registration Statement relating to the registration and sale of additional

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shares of common stock of Reunion Industries, Inc. reserved for issuance in connection with the 1998 Stock Option Plan of Reunion Industries, and to file the same, with all Exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| Signature ----- | Title ----- | Date ----- |
|--|---|---------------|
| /s/Charles E. Bradley, Sr. ----- Charles E. Bradley, Sr. | Chairman of the Board and Chief Executive Officer | June 1, 2001 |
| /s/Thomas N. Amonett ----- Thomas N. Amonett | Director | June 1, 2001 |
| /s/Kimball J. Bradley ----- Kimball J. Bradley | Director, President and Chief Operating Officer | June 1, 2001 |
| /s/Thomas L. Cassidy ----- Thomas L. Cassidy | Director | June 1, 2001 |
| /s/W.R. Clerihue ----- W.R. Clerihue | Director | June 1, 2001 |
| /s/Joseph C. Lawyer ----- Joseph C. Lawyer | Director and Vice Chairman | June 1, 2001 |
| /s/Franklin Myers ----- Franklin Myers | Director | June 1, 2001 |
| /s/John G. Poole ----- John G. Poole | Director | June 1, 2001 |
| /s/John M. Froehlich ----- John M. Froehlich | Executive Vice President of Finance, Chief Financial Officer | June 1, 2001 |