

Edgar Filing: NATCO GROUP INC - Form S-8 POS

NATCO GROUP INC  
Form S-8 POS  
December 18, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 18, 2003  
Registration No. 333-46410

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

POST EFFECTIVE AMENDMENT NUMBER ONE  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

-----

NATCO GROUP INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

22-2906892  
(I.R.S. Employer  
Identification No.)

2950 NORTH LOOP WEST, 7TH FLOOR  
HOUSTON, TEXAS 77092  
(Address of principal executive offices, including zip code)

-----

NATCO GROUP PROFIT SHARING AND SAVINGS PLAN  
(Full title of the plan)

KATHERINE P. ELLIS  
SENIOR VICE PRESIDENT,  
GENERAL COUNSEL AND SECRETARY  
2950 NORTH LOOP WEST, 7TH FLOOR  
HOUSTON, TEXAS 77092  
(Name and address of agent for service)

(713) 683-9292  
(Telephone number, including area code, of agent for service)

Copies to:  
William E. Joor III  
Vinson & Elkins L.L.P.  
2300 First City Tower, 1001 Fannin Street  
Houston, Texas 77002  
(713) 758-2222

PART II

INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

## Edgar Filing: NATCO GROUP INC - Form S-8 POS

Unless otherwise indicated below as being incorporated by reference to another filing of NATCO Group Inc. with the Securities and Exchange Commission, each of the following exhibits is filed with this post-effective amendment no. 1:

- 4.1 Certificate of Incorporation of NATCO Group Inc., as amended (filed as Exhibit 3.1 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- 4.2 Amended and Restated Bylaws of NATCO Group Inc., as amended (filed as Exhibit 3.3 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- 4.3 Certificate of Designation of Series A Junior Participating Preferred Stock (filed as Exhibit 3.2 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- 4.4 Specimen Common Stock certificate (filed as Exhibit 4.1 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- \*4.5 NATCO Group Profit Sharing and Savings Plan, as Amended and Restated.
- \*4.6 First Amendment to NATCO Group Profit Sharing and Savings Plan.
- \*4.7 Stock Trust Agreement
- \*5.1 Opinion of Vinson & Elkins L.L.P.
- \*23.1 Consent of KPMG LLP.
- \*23.2 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- \*24.1 Powers of Attorney.
- \* Previously filed.

### ITEM 9. UNDERTAKINGS

Pursuant to the undertakings set forth in paragraph (3) of Item 9 entitled "Undertakings" of the Registration Statement on Form S-8 (file no. 333-46410) filed September 22, 2000 (the "Registration Statement"), NATCO Group Inc. hereby removes from registration any and all remaining shares of common stock registered under the Registration Statement which have not been issued under the NATCO Group Profit Sharing and Savings Plan as of the effective date of this post-effective amendment no. 1 to the Registration Statement.

II-1

### SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets

Edgar Filing: NATCO GROUP INC - Form S-8 POS

all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment no. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 18th day of December, 2003.

NATCO Group Inc.

By: \_\_\_\_\_  
Nathaniel A. Gregory  
Chief Executive Officer and Chairman of  
the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment no. 1 has been signed by the following persons in the capacities indicated below on the 18th day of December, 2003.

| SIGNATURE<br>-----  | TITLE<br>-----  |
|---|---|
| *<br>-----<br>Nathaniel A. Gregory                          | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| /s/ RICHARD W. FITZGERALD<br>-----<br>Richard W. FitzGerald | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| *<br>-----<br>Ryan S. Liles                                 | Vice President and Controller (Principal Accounting Officer)                    |
| *<br>-----<br>Keith K. Allan                                | Director  |
| *<br>-----<br>John U. Clarke                                | Director  |
| *<br>-----<br>George K. Hickox, Jr.                         | Director  |
| *<br>-----<br>Patrick M. McCarthy                           | Director and President  |
| *<br>-----<br>Herbert S. Winokur, Jr.                       | Director  |

## Edgar Filing: NATCO GROUP INC - Form S-8 POS

\*By: /s/ Daniel R. Carter

-----  
Daniel R. Carter  
Attorney-in-fact.

II-2

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the NATCO Group Profit Sharing and Savings Plan) have duly caused this post-effective amendment no. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 18th day of December, 2003.

NATCO Group Profit Sharing and Savings Plan

By: /s/ Richard W. FitzGerald

-----  
Richard W. FitzGerald  
Senior Vice President and Chief  
Financial Officer, NATCO Group Inc.,  
and NATCO Group Employee Benefits  
Administration Committee Member

II-3

### INDEX TO EXHIBITS

- 4.1 Certificate of Incorporation of NATCO Group Inc., as amended (filed as Exhibit 3.1 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- 4.2 Amended and Restated Bylaws of NATCO Group Inc. (filed as Exhibit 3.3 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- 4.3 Certificate of Designation of Series A Junior Participating Preferred Stock (filed as Exhibit 3.2 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- 4.4 Specimen Common Stock certificate (filed as Exhibit 4.1 to our registration statement on Form S-1 (No. 333-48851) and incorporated in this post-effective amendment no. 1 by reference).
- \*4.5 NATCO Group Profit Sharing and Savings Plan, as Amended and Restated.

## Edgar Filing: NATCO GROUP INC - Form S-8 POS

- \*4.6 First Amendment to NATCO Group Profit Sharing and Savings Plan.
- \*4.7 Stock Trust Agreement
- \*5.1 Opinion of Vinson & Elkins L.L.P.
- \*23.1 Consent of KPMG LLP.
- \*23.2 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- \*24.1 Powers of Attorney.
- \* Previously filed.