

MSC INDUSTRIAL DIRECT CO INC  
Form S-8 POS  
January 06, 2006

As filed with the Securities and Exchange Commission on January 6, 2006

Registration No. 333-03256

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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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**MSC INDUSTRIAL DIRECT CO., INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**NEW YORK**

(State or other Jurisdiction of  
Incorporation or Organization)

**11-3289165**  
(I.R.S Employer  
Identification Number)

**75 Maxess Road, Melville, NY**  
(Address of Principal Executive Offices)

**11747**  
(Zip Code)

**MSC Industrial Direct Co., Inc.**  
**1995 Stock Option Plan**

(Full Title of the Plan)

**David Sandler**  
**President and Chief Executive Officer**  
**MSC Industrial Direct Co., Inc.**  
**75 Maxess Road**  
**Melville, NY 11747**  
**(516) 812-2000**

(Name, Address and Telephone Number of Agent for Service)

**Copy to:**  
**Eric M. Lerner, Esq.**  
**Katten Muchin Rosenman LLP**  
**575 Madison Avenue**  
**New York, New York 10022**  
**(212) 940-8800**

EXPLANATORY NOTE

MSC Industrial Direct Co., Inc. (the Company) is filing this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to deregister certain securities previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on April 5, 1996, Registration No. 333-03256 (the 1996 Form S-8), with respect to shares of the Company's Class A common stock, par value \$.001 per share (the Common Stock) thereby registered for issuance, offer or sale pursuant to the MSC Industrial Direct Co., Inc. 1995 Stock Option Plan (1995 Option Plan). A total of 4,000,000 shares of Common Stock were registered for issuance, offer or sale under the 1996 Form S-8(1). On November 16, 2005, the 1995 Option Plan expired pursuant to its terms. No future awards will be made under the 1995 Option Plan.

On January 3, 2006 the shareholders of the Company approved the MSC Industrial Direct Co., Inc. 2005 Omnibus Equity Plan (the 2005 Plan) and accordingly 540,095 of the shares of Common Stock that would otherwise have been available for grant (i.e., not subject to outstanding awards or forfeitures, cancelled, exchanged, surrendered or not distributed) under the 1995 Option Plan as of November 16, 2005, (the Carryover Shares) are now available for issuance, offer and sale under the 2005 Plan. The total number of such shares under the 1995 Option Plan was 1,065,688 (the Deregistered Shares). The Deregistered Shares (including the Carryover Shares) are hereby deregistered. The 1996 Form S-8 otherwise continues in effect as to the balance of the shares of Common Stock remaining available for issuance, offer or sale pursuant thereto upon and following the exercise of options previously granted under the 1995 Option Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to Registration Statement on Form S-8, the Company is filing a Registration Statement on Form S-8 to register the 3,000,000 shares of Class A common stock now available for issuance, offer or sale pursuant to the 2005 Plan, including, but not limited to, the Carryover Shares.

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(1) On April 6, 1998, the Company declared a two-for-one stock split in the form of a stock dividend, distributed May 22, 1998 to shareholders of record as of April 24, 1998. The total number of shares of Class A common stock registered for issuance, offer or sale under the 1996 Form S-8 reflects this stock split.



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/s/ Roger Fradin Roger Fradin	Director	January 6, 2006
/s/ Denis Kelly Denis Kelly	Director	January 6, 2006
/s/ Raymond Langton Raymond Langton	Director	January 6, 2006
/s/ Philip Peller Philip Peller	Director	January 6, 2006
/s/ Shelley Boxer Shelley Boxer	Vice-President, Finance	January 6, 2006

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