

LOUISIANA-PACIFIC CORP
Form S-8 POS
July 26, 2006

As filed with the Securities and Exchange Commission on July 26, 2006.

Registration No. 333-118245

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LOUISIANA-PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation or organization)

93-0609074

(I.R.S. Employer
Identification No.)

414 Union Street, Nashville, TN 37219

(Address of principal executive offices, including zip code)

LOUISIANA-PACIFIC CORPORATION 1997 INCENTIVE STOCK AWARD PLAN

(Full title of plan)

**Anton C. Kirchhof
Secretary**

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Louisiana-Pacific Corporation
414 Union Street, Nashville, TN 37219
(Name and address of agent for service)
(615) 986-5600
(Telephone number, including area code,
of agent for service)

with copies to:

Mark E. Betzen, Esq.
Jones Day
2727 North Harwood Street
Dallas, Texas 75201
(214) 220-3939

EXPLANATORY STATEMENT

On August 13, 2004, Louisiana-Pacific Corporation (the Company) filed a registration statement on Form S-8 (the Registration Statement) with respect to a total of 5,000,000 shares of the Company 's common stock, par value \$1 per share, issuable in accordance with the terms of the Louisiana-Pacific Corporation 1997 Incentive Stock Award Plan.

This Post-Effective Amendment No. 1 is being filed pursuant to Rule 439(a) under the Securities Act of 1933 in order to add Exhibit 23.3 to the Registration Statement.

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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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on the 26th day of July, 2006.

LOUISIANA-PACIFIC CORPORATION
(Registrant)

BY: /S/ CURTIS M. STEVENS
Curtis M. Stevens
*Executive Vice President, Administration
and Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated on the 26th day of July, 2006.

| Signature | Title |
|--|--|
| BY: /S/ Richard W. Frost Richard W. Frost | Chief Executive Officer, Director (Principal Executive Officer) |
| BY: /S/ Curtis M. Stevens Curtis M. Stevens | Executive Vice President, Administration and Chief Financial Officer (Principal Financial Officer) |
| RUSSELL S. PATTEE* | Corporate Controller and Assistant Treasurer (Principal Accounting Officer) |
| E. GARY COOK* | Chairman of the Board |
| ARCHIE W. DUNHAM* | Director |
| DANIEL K. FRIERSON* | Director |
| PAUL W. HANSEN* | Director |
| DUSTAN E. MCCOY* | Director |
| COLIN D. WATSON* | Director |
| BY: /S/ Curtis M. Stevens Curtis M. Stevens | Attorney-in-fact for each officer and director whose name is followed by an asterisk. |

INDEX TO EXHIBITS

Exhibit

| No. | Description of Exhibit |
|------------|--|
| 4.1 | Articles Fourth, Fifth, Seventh, Eighth, Ninth, and Tenth of the registrant's Restated Certificate of Incorporation, defining the rights of holders of Common Stock. Incorporated by reference to Exhibit 3(a) to the registrant's Form 10-Q report for the quarter ended June 30, 1993. |
| 4.2 | Article I, Article II, Sections 2 and 11, Article IV, Article VII and Article X of the registrant's Bylaws, as amended, defining the rights of holders of Common Stock. Incorporated by reference to Exhibit 3.2 to the registrant's Form 10-Q report for the quarter ended June 30, 2003. |
| 4.3 | Rights Agreement, dated as of May 26, 1998, between the registrant and First Chicago Trust Company of New York, as Rights Agent, including the form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Preferred Shares as Exhibit B. Incorporated by reference to Exhibit 1 to the registrant's Registration on Form 8-A filed May 26, 1998. |
| 4.4 | Amendment to Rights Agreement dated as of October 17, 2001, between the registrant and First Chicago Trust Company of New York, as Rights Agent. Incorporated by reference to Exhibit 4.2 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2001. |
| 5 | Opinion of Miller Nash LLP as to the legality of the securities being registered. Incorporated by reference to Exhibit 5 to Registration Statement No. 333-118245 on Form S-8, filed August 13, 2004. |
| 23.1 | Consent of Deloitte & Touche LLP. Incorporated by reference to Exhibit 23.1 to Registration Statement No. 333-118245 on Form S-8, filed August 13, 2004. |
| 23.2 | Consent of Miller Nash LLP. Incorporated by reference to Exhibit 23.2 to Registration Statement No. 333-118245 on Form S-8, filed August 13, 2004. |
| 23.3* | Consent of Deloitte & Touche LLP. |
| 24 | Power of attorney of certain officers and directors. Incorporated by reference to Exhibit 24 to Registration Statement No. 333-118245 on Form S-8, filed August 13, 2004. |

* Filed herewith.