

POLYONE CORP  
Form S-8  
May 31, 2012

As filed with the Securities and Exchange Commission on May 31, 2012.

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM S-8**

**REGISTRATION STATEMENT**

Under The Securities Act of 1933

**POLYONE CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Ohio**  
(State or Other Jurisdiction)

**34-1730488**  
(I.R.S. Employer Identification No.)

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of Incorporation or Organization)

33587 Walker Road, Avon Lake, Ohio 44012

(Address of Principal Executive Offices Including Zip Code)

**PolyOne Corporation 2010 Equity and Performance Incentive Plan**

(Full Title of the Plan)

**Lisa K. Kunkle, Esq.**

**Vice President, General Counsel and Secretary**

**PolyOne Corporation**

**33587 Walker Road**

**Avon Lake, Ohio 44012**

**(440) 930-1000**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered <sup>(1)(2)</sup></b>	<b>Proposed Maximum Offering Price Per Share <sup>(3)</sup></b>	<b>Proposed Maximum Aggregate Offering Price <sup>(3)</sup></b>	<b>Amount of Registration Fee</b>
Common Shares, par value \$0.01 per share	2,000,000	\$12.76	\$25,520,000	\$2,924.60

- (1) Represents the maximum number of common shares, par value \$0.01 per share ( Common Shares ), of PolyOne Corporation (the Registrant ) issuable pursuant to the PolyOne Corporation 2010 Equity and Performance Incentive Plan (the Plan ) being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act ), this Registration Statement also covers such additional Common Shares as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock

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Exchange on May 23, 2012, within five business days prior to filing.

PolyOne Corporation, an Ohio corporation (the Registrant), hereby files this Registration Statement on Form S-8 to register an additional 2,000,000 Common Shares under the Plan for which a previously filed registration statement on Form S-8 relating to the Plan is effective. Pursuant to General Instruction E to form S-8, this Registration Statement incorporates by reference the content of the Registration Statement on Form S-8 (Registration No. 333-166775) filed by the Registrant on May 12, 2010, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	First Amendment to the PolyOne Corporation 2010 Equity and Performance Incentive Plan (incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A, SEC File No. 1-16091, filed on March 23, 2012)
23.1	Consent of Independent Registered Public Accounting Firm Ernst & Young LLP
23.2	Consent of Independent Registered Public Accounting Firm Ernst & Young LLP
24.1	Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Avon Lake, state of Ohio, on this 31<sup>st</sup> day of May, 2012.

**POLYONE CORPORATION**

By: /s/ Lisa K. Kunkle  
Lisa K. Kunkle  
Vice President, General Counsel and Secretary

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

Date: May 31, 2012

\*

**Stephen D. Newlin**

**Chairman, President, Chief Executive Officer and Director**

**(Principal Executive Officer)**

Date: May 31, 2012

\*

**Richard J. Diemer, Jr.**

**Senior Vice President and Chief Financial Officer**

**(Principal Financial Officer and Principal Accounting Officer)**

Date: May 31, 2012

\*

**J. Douglas Campbell**

**Director**

Date: May 31, 2012

\*

**Carol A. Cartwright**

**Director**

Date: May 31, 2012

\*

**Richard H. Fearon**

**Director**

Date: May 31, 2012

\*

**Gregory J. Goff**

**Director**

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Date: May 31, 2012

\*

**Gordon D. Harnett**

**Director**

Date: May 31, 2012

\*

**Richard A. Lorraine**

**Director**

Date: May 31, 2012

\*

**William H. Powell**

**Director**

Date: May 31, 2012

\*

**Farah M. Walters**

**Director**

Date: May 31, 2012

\*

**William A. Wulfsohn**

**Director**

\* This Registration Statement has been signed on behalf of the above officers and directors by Lisa K. Kunkle, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: May 31, 2012

By: /s/ Lisa K. Kunkle  
Lisa K. Kunkle  
Attorney-in-Fact

**EXHIBIT INDEX**

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