

ALLEGHENY TECHNOLOGIES INC  
Form S-8 POS  
May 01, 2015

Registration No. 333-181491

**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***

**ALLEGHENY TECHNOLOGIES INCORPORATED**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1000 Six PPG Place**

**25-1792394**  
**(I.R.S. Employer**

**Identification No.)**

**Pittsburgh, Pennsylvania 15222-5479**

**(Address of principal executive offices)**

**ALLEGHENY TECHNOLOGIES INCORPORATED**

**2007 INCENTIVE PLAN**

**(Full title of the plan)**

**Elliot S. Davis**

**Senior Vice President, General Counsel,**

**Chief Compliance Officer and Corporate Secretary**

**Allegheny Technologies Incorporated**

**1000 Six PPG Place**

**Pittsburgh, Pennsylvania 15222-5479**

**(Name and address of agent for service)**

**(412) 394-2800**

**(Telephone number, including area code, 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

### EXPLANATORY NOTE

Allegheny Technologies Incorporated, a Delaware corporation (the Registrant ), filed a Registration Statement on Form S-8 on May 17, 2012 (SEC File No. 333-181491) (the Registration Statement ) to register, under the Securities Act of 1933, as amended, an aggregate of 2,500,000 shares of the Registrant's Common Stock, par value \$.10 per share ( Common Stock ), issuable under the Allegheny Technologies Incorporated 2007 Incentive Plan (the 2007 Plan ). Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 (this Amendment ) to the Registration Statement deregisters 855,590 shares of the Registrant's Common Stock which are reserved but unissued under the 2007 Plan as of May 1, 2015 (the Effective Date ) and which are not subject to outstanding awards under the 2007 Plan as of such date (the Carried Forward Shares ).

On the Effective Date, the stockholders of the Registrant approved the Allegheny Technologies 2015 Incentive Plan (the 2015 Plan ), and the 2015 Plan became effective as of the Effective Date. Pursuant to the terms of the 2015 Plan, no further awards will be made under the 2007 Plan on or after the Effective Date, but awards previously granted under the 2007 Plan will not be affected by the adoption of the 2015 Plan. Substantially concurrently with the filing of this Amendment, the Registrant is filing a separate Registration Statement on Form S-8 (the New Registration Statement ), which registers the offering and sale of 3,500,000 shares of the Registrant's Common Stock, which amount includes the Carried Forward Shares, under the 2015 Plan. Pursuant to Rule 457(p) under the Securities Act, the registration fee of \$3,710 previously paid at the time of the filing of the Registration Statement with respect to the Carried Forward Shares is being carried forward and applied to the registration fee payable in connection with the registration of shares of the Registrant's Common Stock pursuant to the New Registration Statement.

**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 Pittsburgh, Commonwealth of Pennsylvania, on this 1st day of May, 2015.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: /s/ Richard J. Harshman  
 Richard J. Harshman  
 Chairman, President and Chief  
 Executive Officer

Each person whose signature appears below constitutes and appoints Patrick J. DeCourcy, Elliot S. Davis and Marissa P. Earnest, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated:

SIGNATURE	TITLE	DATE
/s/ Richard J. Harshman Richard J. Harshman	Chairman, President and Chief Executive Officer (Principal Executive Officer)	May 1, 2015
/s/ Patrick J. DeCourcy Patrick J. DeCourcy	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	May 1, 2015
/s/ Karl D. Schwartz Karl D. Schwartz	Controller and Chief Accounting Officer (Principal Accounting Officer)	May 1, 2015

/s/ Carolyn Corvi Carolyn Corvi	Director	May 1, 2015
/s/ Diane C. Creel Diane C. Creel	Director	May 1, 2015
/s/ James C. Diggs James C. Diggs	Director	May 1, 2015
/s/ J. Brett Harvey J. Brett Harvey	Director	May 1, 2015
/s/ Barbara S. Jeremiah Barbara S. Jeremiah	Director	May 1, 2015
/s/ David J. Morehouse David J. Morehouse	Director	May 1, 2015
/s/ John R. Pipski John R. Pipski	Director	May 1, 2015
/s/ James E. Rohr James E. Rohr	Director	May 1, 2015

/s/ Louis J. Thomas  
Louis J. Thomas

Director

May 1, 2015

/s/ John D. Turner  
John D. Turner

Director

May 1, 2015