

COMPX INTERNATIONAL INC
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, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CompX International Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

57-0981653
(I.R.S. Employer
Identification Number)

Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697
(972) 233-1700
(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

CompX International Inc. 2012 Director Stock Plan
(Full title of the plan)

A. Andrew R. Louis
Vice President, Secretary and Associate General Counsel
CompX International Inc.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697
(972) 233-1700
(972) 448-1445 (facsimile)

(Name, address, including zip code, and 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.

Large accelerated filer¹

Accelerated filer²

Non-accelerated filer ³(Do not check if a smaller reporting company)

Smaller reporting company⁴

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2)(3) | Proposed Maximum Aggregate Offering Price (2)(3) | Amount of Registration Fee (3) |
|--|-----------------------------|--|--|--------------------------------|
| Class A common stock, par value \$0.01 per share | 200,000 | \$13.125 | \$2,625,000 | \$300.83 |

(1) Pursuant to Rule 416, additional shares of the registrant's class A common stock, par value \$0.01 per share, issuable pursuant to the terms of the plan in order to prevent dilution resulting from any future stock split, stock dividend or similar transaction are also being registered hereunder.

(2) Estimated solely for the purpose of calculating the registration fee.

(3) Calculated pursuant to Rule 457(c) and (h). Accordingly, the price per share of the class A common stock offered hereunder pursuant to the terms of the plan is based on 200,000 shares of class A common stock reserved for issuance under the plan at a price per share of \$13.125, which is the average of the highest and lowest selling price per share of class A common stock on the NYSE MKT on May 29, 2012. The result is rounded to the nearest penny.

PART I
INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement on Form S-8 will be sent or given to plan participants as specified in Rule 428(b)(1) promulgated by the U.S. Securities and Exchange under the Securities Act of 1933, as amended. Such documents are not required to be filed with the SEC but constitute (along with the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this registration statement) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

The following references in this registration statement shall have the following meanings:

“2012 Director Stock Plan” or “2012 plan” shall mean the CompX International Inc. 2012 Director Stock Plan;

“Securities Exchange Act” or “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended;

“SEC” shall mean the U.S. Securities and Exchange Commission;

“Securities Act” shall mean the Securities Act of 1933, as amended; and

“us,” “our,” or “we,” shall mean the registrant, CompX International Inc., a Delaware corporation.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to “incorporate by reference” information into this registration statement, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this registration statement, and subsequent information that we file with the SEC will automatically update this registration statement. We incorporate by reference into this registration statement the documents listed below:

- (a) our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which contains our audited financial statements for the year ended December 31, 2011, that we filed with the SEC on March 5, 2012;
- (b) our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012;
- (c) our Definitive Proxy Statement on Schedule 14A that we filed with the SEC on April 26, 2012;
- (d) our Current Reports on Form 8-K that we filed with the SEC on May 9 and May 30, 2012; and
- (f) the description of our capital stock contained in our Post-Effective Amendment No. 2 to Registration Statement on Form S-1 that we filed with the SEC on March 6, 1998 (File No. 333-42643), including any amendments or supplements to the description.

In addition, all documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement that indicates all securities offered have been granted or that deregisters all remaining securities that have not been granted, shall be deemed to be incorporated by reference into this registration statement and to be a

part of this registration statement from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement (or in any other subsequently filed document that also is incorporated or deemed to be incorporated by reference into this registration statement), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 6. Indemnification of Directors and Officers.

Delaware General Corporation Law, our certificate of incorporation and bylaws contain provisions relating to the limitation of liability and indemnification of our directors and officers.

Our certificate of incorporation provides that our directors are not personally liable to us or our stockholders for monetary damages for breach of their fiduciary duties as directors, except for such liability as is expressly not subject to limitation under Delaware corporate law, as the same exists or may be amended to further limit or eliminate such liability. Existing Delaware law permits the elimination or limitation of directors' personal liability to us or our stockholders for monetary damages for breach of their fiduciary duties as directors, except liability for:

- any breach of a director's duty of loyalty to us or our stockholders;
- acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law;
- any transaction from which a director derived improper personal benefit;
 - the unlawful payment of dividends; and
 - unlawful stock repurchases or redemptions.

Because of these exculpation provisions, stockholders may be unable to recover monetary damages against directors for actions taken by them that constitute negligence or that otherwise violate their fiduciary duties as directors, although it may be possible to obtain injunctive or other equitable relief with respect to such actions. If equitable remedies are not available to stockholders, stockholders may not have an effective remedy against a director in connection with the director's conduct.

Our certificate of incorporation provides as follows:

- we must, to the fullest extent permitted by law, indemnify any and all of our officers and directors;
- we may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the board of directors, indemnify all other persons; and
 - we may advance expenses to all persons to whom we have the power to indemnify.

Our bylaws provide as follows:

- we must indemnify our directors and officers to the fullest extent permitted under Delaware law;
- we must advance reasonable expenses (including attorneys' fees) of a director or officer for an indemnifiable claim upon receipt of a written undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by us as authorized in our bylaws;
- if we receive a claim for indemnification of expenses of an indemnifiable claim and do not pay the claim within 30 days of its receipt, the claimant may bring suit to recover the unpaid amount and, if successful in whole or in part, the claimant will also be entitled to be paid the expenses of prosecuting such claim; and
- we may grant rights of indemnification and advancement of expenses to any person who is not at the time our current director or officer.

Additionally, we have in effect director and officer liability insurance.

Item 8. Exhibits.

The following documents are filed as a part of this registration statement.

| Exhibit | Description of Exhibit |
|---------|--|
| 4.1 | Restated Certificate of Incorporation as of the registrant — incorporated by reference to Exhibit 3.1 to the registrant’s Pre-Effective Amendment No. 1 to Form S-1 Registration Statement filed with the SEC on February 5, 1998 (File No. 333-42643). |
| 4.2 | Amended and Restated Bylaws of the registrant (amended and restated as of October 24, 2007) — incorporated by reference to Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed with the SEC on October 30, 2007 (File No.1-13905). |
| 4.3 | Form of the registrant’s stock certificate for class A common stock, par value \$0.01 per share— incorporated by reference to Exhibit 4.1 to the registrant’s Pre-Effective Amendment No. 2 to Form S-1 Registration Statement filed with the SEC on March 3, 1998 (File No. 333-42643). |
| 4.4* | CompX International Inc. 2012 Director Stock Plan |
| 5.1* | Opinion of A. Andrew R. Louis, Esq. |
| 23.1* | Consent of A. Andrew R. Louis, Esq. (included in his opinion filed as Exhibit 5.1). |
| 23.2* | Consent of PricewaterhouseCoopers LLP |
| 24.1* | Power of Attorney (see the initial signature page of this registration statement). |

* Filed with this registration statement.

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 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 Dallas, state of Texas, on May 31, 2012:

CompX International Inc.

By: /s/ A. Andrew R. Louis
A. Andrew R. Louis
Vice President and Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Darryl R. Halbert, Gregory M. Swalwell and A. Andrew R. Louis, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, 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 all 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 either 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, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|--|--|--------------|
| /s/ Glenn R. Simmons Glenn R. Simmons | Chairman of the Board | May 31, 2012 |
| /s/ David A. Bowers David A. Bowers | Vice Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | May 31, 2012 |

/s/ Darryl R. Halbert
Darryl R. Halbert

Vice President, Chief Financial
Officer and Controller
(Principal Financial and
Accounting Officer)

/s/ Serena S. Connelly
Serena S. Connelly

Director

May 31, 2012

/s/ Norman S. Edelpcup
Norman S. Edelpcup

Director

May 31, 2012

/s/ Edward J. Hardin
Edward J. Hardin

Director

May 31, 2012

/s/ Ann Manix
Ann Manix

Director

May 31, 2012

/s/ Steven L. Watson
Steven L. Watson

Director

May 31, 2012

Exhibit Index

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