

AMERICAN WOODMARK CORP
Form S-8
February 04, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

American Woodmark Corporation
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of incorporation or organization)

54-1138147
(I.R.S. Employer Identification No.)

3102 Shawnee Drive, Winchester Virginia
(Address of Principal Executive Offices)

22601
(Zip Code)

Amended and Restated 2004 Stock Incentive Plan for Employees
(Full title of the plan)

Kent B. Guichard
President and Chief Executive Officer
American Woodmark Corporation
3102 Shawnee Drive
Winchester, Virginia 22601
(Name and address of agent for service)

(540) 665-9100
(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 filer Accelerated filer x
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Amount | Proposed maximum | Proposed maximum | Amount of |
|--------|------------------|------------------|-----------|
|--------|------------------|------------------|-----------|

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| Title of Securities to be registered | to be registered(1) | offering price per share(2) | aggregate offering price(3) | registration fee |
|--|---------------------|-----------------------------|-----------------------------|------------------|
| American Woodmark Corporation Common Stock, no par value per share | 1,000,000 | 18.94 | 18,940,000 | 2,198.94 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers, in addition to the number of shares of common stock stated above, additional securities that may be offered as a result of stock splits, stock dividends, or similar transactions.

(2) Solely for the purpose of calculating the registration fee, the offering price per share, the aggregate offering price, and the amount of the registration fee have been computed in accordance with Rule 457(c) under the Securities Act of 1933, as amended. Accordingly, the price per share of the Common Stock has been calculated to be equal to the average of the high and low prices for a share of the Common Stock as reported by the NASDAQ Global Select Market on February 2, 2011, which is a specified date within five business days prior to the original date of filing of this registration statement.

(3) Solely for the purpose of calculating the registration fee, the proposed aggregate offering price has been estimated in accordance with Rule 457(h) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-8, filed by American Woodmark Corporation, a Virginia corporation (the “Registrant”), registers an additional 1,000,000 shares of its Common Stock, no par value per share, authorized and reserved for issuance under the Amended and Restated 2004 Stock Incentive Plan for Employees, as approved at the Registrant’s Annual Meeting of Shareholders on August 26, 2010. Pursuant to General Instruction E of Form S-8, the Registrant hereby incorporates by reference the contents of its Form S-8 registration statement No. 333-122438 (filed January 31, 2005).

REGISTRANT 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Winchester, Commonwealth of Virginia, on February 4, 2011.

AMERICAN WOODMARK CORPORATION

By: /s/ Kent B. Guichard
Kent B. Guichard
Chairman, President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title(s) | Date |
|--|---|------------------|
| /s/ Kent B. Guichard Kent B. Guichard | Chairman, President and Chief Executive Officer (Principal Executive Officer) Director | February 4, 2011 |
| /s/ Jonathan H. Wolk Jonathan H. Wolk | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | February 4, 2011 |
| /s/ William F. Brandt, Jr. William F. Brandt, Jr. | Director | February 4, 2011 |
| /s/ Daniel T. Hendrix Daniel T. Hendrix | Director | February 4, 2011 |
| /s/ Carol B. Moerdyk Carol B. Moerdyk | Director | February 4, 2011 |
| /s/ Vance W. Tang | | |

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| | | |
|---|----------|------------------|
| Vance W. Tang | Director | February 4, 2011 |
| /s/James G. Davis, Jr. James G. Davis, Jr. | Director | February 4, 2011 |
| /s/Martha M. Dally Martha M. Dally | Director | February 4, 2011 |
| /s/Kent J. Hussey Kent J. Hussey | Director | February 4, 2011 |
| /s/Andrew B. Cogan Andrew B. Cogan | Director | February 4, 2011 |

EXHIBIT INDEX

| Exhibit Number | Description | Incorporation by Reference |
|-------------------|--|-------------------------------|
| 5.1 | Opinion regarding legality of shares of Registrant's Common Stock | (1) |
| 23.1 | Consent of KPMG LLP | (1) |
| 23.2 | Consent of McGuireWoods LLP | (2) |
| 24.1 | Power of Attorney | (1) |
| 99.1 | Second Amendment to Amended and Restated 2004 Stock Incentive Plan for Employees | (3) |
| (1) | Filed herewith. | |
| (2) | Contained in the Opinion filed as Exhibit 5.1. | |
| (3) | Incorporated herein by reference from the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2010, filed with the Commission on August 31, 2010. | |