

TMS International Corp.  
Form S-8 POS  
October 16, 2013

As filed with the Securities and Exchange Commission on October 16, 2013

Registration No. 333-173562

**UNITED STATES**  
**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***

**TMS International Corp.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**20-5899976**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**12 Monongahela Avenue**

**P.O. Box 2000**

**Glassport, PA 15045**

**(Address of Principal Executive Offices and Zip Code)**

**TMS International Corp. Long-Term Incentive Plan  
and TMS International Corp. (f/k/a Metal Services Acquisition Corp.) Restricted Stock Plan**

**(Full title of the plans)**

**Raymond S. Kalouche**

**President and Chief Executive Officer**

**TMS International Corp.**

**12 Monongahela Avenue**

**P.O. Box 2000**

**Glassport, PA 15045**

**(215) 956-5540**

**(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**

### **DEREGISTRATION OF SECURITIES**

TMS International Corp., a Delaware corporation (the **Company**), hereby amends its Registration Statement on Form S-8 (File No. 333-173562) filed with the Securities and Exchange Commission on April 18, 2011 (the **Registration Statement**) registering 1,558,170 shares of the **Company**'s Class A common stock, par value \$0.001 per share (the **Class A Common Stock**), and 47,180 shares of the **Company**'s Class B common stock, par value \$0.001 per share (together with the **Class A Common Stock**, the **Common Stock**), by deregistering all of the **Common Stock** registered on the **Registration Statement** that has not been sold or offered or otherwise remains unissued.

On August 23, 2013, the **Company**, Crystal Acquisition Company, Inc. ( **Parent** ) and Crystal Merger Sub, Inc., a wholly-owned subsidiary of **Parent** ( **Sub** ), entered into an Agreement and Plan of Merger (the **Merger Agreement** ), pursuant to which **Sub** merged with and into the **Company**, with the **Company** continuing as the surviving entity and a wholly-owned subsidiary of **Parent** (the **Merger** ). The **Merger** occurred on October 16, 2013. As a result of the **Merger**, each issued and outstanding share of **Common Stock**, excluding (i) treasury stock, (ii) **Common Stock** owned by **Parent** or **Sub** and (iii) **Common Stock** with respect to which appraisal rights under Delaware law were properly exercised and not withdrawn, was converted into the right to receive \$17.50 per share in cash without interest. Therefore, the **Company** has ceased to be a publicly traded company, and in connection with the **Merger**, the **Company** is terminating its offering of securities pursuant to the **Registration Statement**.

In accordance with the undertaking contained in Part II, Item 9(a)(3) of the **Registration Statement** pursuant to Item 512(a)(3) of Regulation S-K, the **Company** files this Post-Effective Amendment No. 1 to terminate the effectiveness of the **Registration Statement** and to remove from registration all shares of the **Common Stock** which remains unissued under the **Registration Statement** as of the date hereof, if any.

**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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glassport, Commonwealth of Pennsylvania , on October 16, 2013.

TMS International Corp.

By: /s/ Raymond S. Kalouche  
Raymond S. Kalouche  
President and Chief Executive Officer