

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT  
Under The Securities Act of 1933

**PARK-OHIO HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Its Charter)

Ohio  
(State or Other Jurisdiction  
of Incorporation or Organization)

34-1867219  
(I.R.S. Employer Identification No.)

6065 Parkland Boulevard, Cleveland, Ohio  
(Address of Principal Executive Offices)

44124  
(Zip Code)

**Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan  
(Amended and Restated Effective May 15, 2025)**

(Full Title of the Plan)

Robert D. Vilsack  
Secretary and Chief Legal Officer  
Park-Ohio Holdings Corp.  
6065 Parkland Boulevard  
Cleveland, Ohio 44124  
(Name and Address of Agent For Service)

(440) 947-2000  
(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer    Accelerated filer

Non-accelerated filer    Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 ("**Registration Statement**") has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 (the "**Securities Act**") of an additional 675,000 shares of common stock, par value \$1.00 per share ("**Common Stock**"), of Park-Ohio Holdings Corp., an Ohio corporation (the "**Registrant**"), issuable pursuant to the Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan (Amended and Restated Effective May 15, 2025) (the "**Plan**"). Except to the extent supplemented, amended or superseded by the information set forth herein, the contents of the following Registration Statements of the Registrant are incorporated by reference: the Registration Statement on Form S-8 (filed on June 10, 2021), including all exhibits attached thereto, filed as Registration No. 333-256988, and the Registration Statement on Form S-8 (filed on May 23, 2023), including all exhibits attached thereto, filed as Registration No. 333-272137.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 1. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "**Commission**"). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form [10-K](#) for the year ended December 31, 2024 (Commission File No. 000-03134), filed March 6, 2025;
- (b) The Registrant's Quarterly Report on Form [10-Q](#) for the quarter ended March 31, 2025 (Commission File No. 000-03134), filed May 7, 2025;
- (c) The Registrant's Current Reports on Form 8-K (Commission File No. 000-03134), filed [May 15, 2025](#) and [May 21, 2025](#); and
- (d) The description of the Common Stock contained in the Registrant's Current Report on Form [8-K](#) (File No. 000-03134), filed on June 1, 2006, as amended by the description of the Registrant's Common Stock contained in [Exhibit 4.3](#) to the Registrant's Annual Report on Form [10-K](#) for the year ended December 31, 2019 and as amended by any subsequent amendments and reports filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

### Item 2. Interests of Named Experts and Counsel.

The legality of the Common Stock being offered by this Registration Statement has been passed upon for the Registrant by Mr. Robert D. Vilsack. Mr. Vilsack is the Secretary and Chief Legal Officer of the Registrant. As of May 27, 2025, Mr. Vilsack held 187,764 shares of Common Stock.

**Item 3. Exhibits.**Exhibit Number   Description

- 4.1   Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's [Annual Report on Form 10-K for the year ended December 31, 1998](#) (Commission File No. 000-03134) filed on March 30, 1999)
- 4.2   Code of Regulations of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's [Annual Report on Form 10-K for the year ended December 31, 1998](#) (Commission File No. 000-03134) filed on March 30, 1999)
- 4.3   Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan (Amended and Restated Effective May 15, 2025) (incorporated by reference to Exhibit 10.1 to the Registrant's [Current Report on Form 8-K](#) (Commission File No. 000-03134) filed on May 21, 2025)
- 5.1   [Opinion of Counsel](#)
- 23.1   [Consent of Independent Registered Public Accounting Firm](#)
- 23.2   [Consent of Counsel \(included in Exhibit 5.1\)](#)
- 24.1   [Power of Attorney](#)
- 107   [Filing Fee Table](#)

## 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 Cleveland, State of Ohio, on this 27th day of May, 2025.

### PARK-OHIO HOLDINGS CORP.

By: /s/ Robert D. Vilsack  
Robert D. Vilsack  
Secretary and Chief Legal Officer

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 27, 2025

\*  
Matthew V. Crawford  
Chairman of the Board, Chief Executive Officer and President  
(Principal Executive Officer)

Date: May 27, 2025

\*  
Patrick W. Fogarty  
Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

Date: May 27, 2025

\*  
Edward F. Crawford  
Director

Date: May 27, 2025

\*  
Patrick V. Auletta  
Director

Date: May 27, 2025

\*  
\_\_\_\_\_  
Dan T. Moore III  
Director

Date: May 27, 2025

\*  
\_\_\_\_\_  
John D. Grampa  
Director

Date: May 27, 2025

\*  
\_\_\_\_\_  
Ronna Romney  
Director

Date: May 27, 2025

\*  
\_\_\_\_\_  
Howard W. Hanna IV  
Director

Date: May 27, 2025

\*  
\_\_\_\_\_  
Steven H. Rosen  
Director

Date: May 27, 2025

\*  
\_\_\_\_\_  
James W. Wert  
Director

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

Dated: May 27, 2025 By: /s/ Robert D. Vilsack  
Robert D. Vilsack  
Attorney-in-Fact

Calculation of Filing Fee Tables

Form S-8  
(Form Type)

PARK-OHIO HOLDINGS CORP.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$1.00 par value per share	Other	675,000	\$18.97	\$12,804,750	\$153.10 per \$1 million	\$1,960.41
	<b>Total Offering Amount</b>	-	-	-	\$12,804,750	-	\$1,960.41
	<b>Total Fee Offsets</b>	-	-	-	-	-	0
	<b>Net Fee Due</b>	-	-	-	-	-	\$1,960.41

(1) Represents the number of shares of common stock, par value \$1.00 per share ("**Common Stock**"), of Park-Ohio Holdings Corp. (the "**Registrant**"), available pursuant to the Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan (Amended and Restated Effective May 15, 2025) (the "**Plan**") being registered hereon.

(2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement also covers such additional shares of Common Stock as may become available pursuant to any 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 of the Securities Act, on the basis of the average high and low sale prices of the Common Stock on The Nasdaq Stock Market on May 22, 2025, a date that is within five business days prior to filing.

Robert D. Vilsack  
Chief Legal Officer | Secretary

Direct: 440 947 2203  
Fax: 440 947 2209  
Email: bob.vilsack@pkoh.com

May 27, 2025

Park-Ohio Holdings Corp.  
6065 Parkland Boulevard  
Cleveland, Ohio 44124

Re: Registration Statement on Form S-8 Filed by Park-Ohio Holdings Corp.

Ladies and Gentlemen:

I have acted as counsel for Park-Ohio Holdings Corp., an Ohio corporation (the "**Company**"), in connection with the Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan (Amended and Restated Effective May 15, 2025) (the "**Plan**"). In connection with the opinion expressed herein, I have examined such documents, records and matters of law as I have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, I am of the opinion that the 675,000 shares (the "**Shares**") of common stock, \$1.00 par value per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of award agreements thereunder (the "**Award Agreements**") will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the laws of the State of Ohio, as currently in effect, and I express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, I have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered or sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, I have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the "**Act**"). In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Robert D. Vilsack  
Robert D. Vilsack  
Secretary and Chief Legal Officer

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan (Amended and Restated Effective May 15, 2025) of our reports dated March 6, 2025, with respect to the consolidated financial statements and schedule of Park-Ohio Holdings Corp. and the effectiveness of internal control over financial reporting of Park-Ohio Holdings Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio  
May 27, 2025

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Park-Ohio Holdings Corp., an Ohio corporation (the "Corporation"), hereby constitutes and appoints Matthew V. Crawford and Robert D. Vilsack, and each of them, as the true and lawful attorney-in-fact or attorneys-in-fact, with full power of substitution and resubstitution, for each of the undersigned and in the name, place and stead of each of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 (the "Securities Act") one or more Registration Statements on Form S-8 relating to the registration of certain equity securities of the Corporation to be offered in connection with the Park-Ohio Holdings Corp. 2021 Equity and Incentive Compensation Plan (Amended and Restated Effective May 15, 2025), with any and all amendments, supplements and exhibits thereto, including pre-effective and post-effective amendments or supplements and Registration Statements filed pursuant to Rule 462(b) of the Securities Act, with full power and authority to do and perform any and all acts and things whatsoever required, necessary or desirable to be done in the premises, hereby ratifying and approving the act of said attorneys and any of them and any such substitute.

This power of attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

EXECUTED as of May 27, 2025.

/s/ Matthew V. Crawford

Matthew V. Crawford  
Chairman of the Board, Chief Executive Officer and President

/s/ Patrick W. Fogarty

Patrick W. Fogarty  
Vice President and Chief Financial Officer

/s/ Edward F. Crawford

Edward F. Crawford, Director

/s/ Patrick V. Auletta

Patrick V. Auletta, Director

/s/ Dan T. Moore III

Dan T. Moore III, Director

/s/ John D. Grampa

John D. Grampa, Director

/s/ Ronna Romney

Ronna Romney, Director

/s/ Howard W. Hanna IV

Howard W. Hanna IV, Director

/s/ Steven H. Rosen

Steven H. Rosen, Director

/s/ James W. Wert

James W. Wert, Director