

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 44124
(Address of Principal Executive Offices Including Zip Code)

Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan
(As Amended and Restated As Of May 24, 2012)
(Full Title of the Plan)

Robert D. Vilsack
Secretary and General Counsel
Park-Ohio Holdings Corp
6065 Parkland Boulevard
Cleveland, Ohio 44124
(440) 947-2000
(Name, Address and Telephone Number 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 ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Shares, par value \$1.00 per share	600,000	\$17.36	\$10,416,000	\$1,194

- (1) Represents the maximum number of common shares, par value \$1.00 per share ("Common Shares"), of Park-Ohio Holdings Corp. (the "Registrant") issuable pursuant to the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (the "Plan") being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers such additional Common Shares as may become issuable pursuant to adjustments upon changes of capitalization 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 under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the Nasdaq Global Select Market on June 25, 2012, which is a date five business days prior to filing.

The contents of the registration statements on Forms S-8 (Registration Nos. 333-58161, 333-110536, 333-137540 and 333-161474), as filed with the Securities and Exchange Commission on June 30, 1998, November 17, 2003, September 22, 2006 and August 21, 2009, respectively, to register shares of common stock, par value \$1.00 per share (the “Common Stock”), of Park-Ohio Holdings Corp., an Ohio corporation (the “Registrant”), to be issued under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (the “Plan”), are hereby incorporated by reference in this Registration Statement. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 600,000 shares of Common Stock under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. 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 General Counsel of the Registrant. As of June 8, 2012, Mr. Vilsack held 59,505 shares of Common Stock and had been granted options to purchase another 35,000 shares of Common Stock.

Item 8. Exhibits

Exhibit Number	Exhibit Description
4.1	Amended and Restated Articles of Incorporation of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.1 to the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.2	Code of Regulations of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.3	Specimen Stock Certificate of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 4.4 of the Post-Effective Amendment No. 1 to the Registration Statement of Park-Ohio Holdings Corp. on Form S-8 (Registration No. 333-28407) filed on June 16, 1998)
5	Opinion of Counsel
10	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (incorporated by reference to Exhibit 10.1 of the Form 8-K of Park-Ohio Holdings Corp. filed on May 30, 2012 (File No. 000-03134))
23.1	Consent of Ernst & Young LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of Counsel (included in Exhibit 5 hereto)
24	Power of Attorney

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 Cleveland, State of Ohio, on this 29th day of June, 2012.

Park-Ohio Holdings Corp.

By: /s/ Robert D. Vilsack

Robert D. Vilsack
Secretary and General Counsel

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.

*

Edward F. Crawford
Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

*

Matthew V. Crawford
President and Director

*

Ronna Romney
Director

*

Dan T. Moore III
Director

*

A. Malachi Mixon III
Director

*

Patrick W. Fogarty
Interim Chief Financial Officer,
Director of Corporate Development
(Principal Financial and Accounting Officer)

*

Steven H. Rosen
Director

*

Kevin R. Greene
Director

*

Patrick V. Auletta
Director

*

James W. Wert
Director

* Robert D. Vilsack, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

June 29, 2012

By: /s/ Robert D. Vilsack

Robert D. Vilsack
Secretary and General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Amended and Restated Articles of Incorporation of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.1 to the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.2	Code of Regulations of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.3	Specimen Stock Certificate of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 4.4 of the Post-Effective Amendment No. 1 to the Registration Statement of Park-Ohio Holdings Corp. on Form S-8 (Registration No. 333-28407) filed on June 16, 1998)
5	Opinion of Counsel
10	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (incorporated by reference to Exhibit 10.1 of the Form 8-K of Park-Ohio Holdings Corp. filed on May 30, 2012 (File No. 000-03134))
23.1	Consent of Ernst & Young LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of Counsel (included in Exhibit 5 hereto)
24	Power of Attorney

June 29, 2012

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

Re: Registration Statement of Form S-8 for the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012)

I have acted as counsel for Park-Ohio Holdings Corp., an Ohio corporation (the "Registrant"), in connection with the filing of the above-referenced Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") to register under the Securities Act of 1933 (the "Act") 600,000 additional shares (the "Shares") of the Registrant's common stock, par value \$1.00 per share ("Common Stock"), that may be issued pursuant to the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012) (the "Plan"). In rendering this opinion, I have examined such documents and records, including an examination of originals or copies certified or otherwise identified to my satisfaction, and matters of law as I have deemed necessary for purposes of this opinion. Based upon the foregoing and subject to the qualifications and limitations stated herein, I am of the opinion that the Shares are duly authorized and, when issued and delivered pursuant to the terms of the Plan, will be validly issued, fully paid and nonassessable; provided that the Registrant at such time has sufficient authorized but unissued shares of Common Stock remaining under its Amended and Restated Articles of Incorporation.

My examination of matters of law in connection with the opinions expressed herein has been limited to, and accordingly my opinions herein are limited to, Ohio law. I express no opinion with respect to any other jurisdiction. In addition, I have assumed that the resolutions authorizing the Registrant to issue and sell the Shares pursuant to the Plan will be in full force and effect at all times at which such Shares are issued or sold by the Registrant, and the Registrant will take no action inconsistent with such resolutions.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. 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 Commission promulgated thereunder.

Very truly yours,

/s/ Robert D. Vilsack

Robert D. Vilsack
Secretary and General Counsel
Park-Ohio Holdings Corp.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-000000) pertaining to the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan of our reports dated March 15, 2012, 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, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio
June 29, 2012

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated May 23, 2011 with respect to the consolidated financial statements for the year ended March 31, 2011 of Fluid Routing Solutions, Inc. included in the Form 8-K/A of Park Ohio Holdings Corp. filed on June 5, 2012, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ GRANT THORNTON LLP

Southfield, Michigan
June 29, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Park-Ohio Holdings Corp., an Ohio corporation (the "Company"), hereby constitutes and appoints Robert D. Vilsack and Patrick W. Fogarty, and each of them, his or her true and lawful attorney 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 a registration statement or registration statements on Form S-8 relating to the registration of an additional 600,000 shares of the Company's common stock issuable under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (As Amended and Restated As Of May 24, 2012), with any and all amendments, supplements and exhibits thereto, including pre-effective and post-effective amendments or supplements, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact, and each of them, full power and authority to do any and all acts and things whatsoever required, necessary, appropriate or desirable to be done in the premises, hereby ratifying and approving the acts 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.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 29th day of June, 2012.

/s/ Edward F. Crawford

Edward F. Crawford
Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

/s/ Patrick W. Fogarty

Patrick W. Fogarty
Interim Chief Financial Officer,
Director of Corporate Development
(Principal Financial and Accounting Officer)

/s/ Matthew V. Crawford

Matthew V. Crawford
President and Director

/s/ Steven H. Rosen

Steven H. Rosen
Director

/s/ Ronna Romney

Ronna Romney
Director

/s/ Kevin R. Greene

Kevin R. Greene
Director

Dan T. Moore III
Director

/s/ Patrick V. Auletta

Patrick V. Auletta
Director

/s/ A. Malachi Mixon III

A. Malachi Mixon III
Director

/s/ James W. Wert

James W. Wert
Director