

MSC INDUSTRIAL DIRECT CO INC  
Form S-8 POS  
January 06, 2006

As filed with the Securities and Exchange Commission on January 6, 2006

Registration No. 333-84124

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**MSC INDUSTRIAL DIRECT CO., INC.**

(Exact Name of Registrant as Specified in Its Charter)

**NEW YORK**  
(State or other Jurisdiction of  
Incorporation or Organization)

**11-3289165**  
(I.R.S Employer  
Identification Number)

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**75 Maxess Road, Melville, NY**  
(Address of Principal Executive Offices)

**11747**  
(Zip Code)

**MSC Industrial Direct Co., Inc.**  
**2001 Stock Option Plan**

(Full Title of the Plan)

**David Sandler**  
**President and Chief Executive Officer**  
**MSC Industrial Direct Co., Inc.**  
**75 Maxess Road**  
**Melville, NY 11747**  
**(516) 812-2000**

(Name, Address and Telephone Number of Agent for  
Service)

**Copy to:**  
**Eric M. Lerner, Esq.**  
**Katten Muchin Rosenman LLP**  
**575 Madison Avenue**  
**New York, New York 10022**  
**(212) 940-8800**

EXPLANATORY NOTE

MSC Industrial Direct Co., Inc. (the Company) is filing this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to deregister certain securities previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on March 11, 2002, Registration No. 333-84124 (the 2002 Form S-8), with respect to shares of the Company's Class A common stock, par value \$.001 per share (the Common Stock) thereby registered for issuance, offer or sale pursuant to the MSC Industrial Direct Co., Inc. 2001 Stock Option Plan (2001 Option Plan). A total of 5,000,000 shares of Common Stock were registered for issuance, offer or sale under the 2002 Form S-8. No future awards will be granted under the 2001 Option Plan.

On January 3, 2006 the shareholders of the Company approved the MSC Industrial Direct Co., Inc. 2005 Omnibus Equity Plan (the 2005 Plan), which replaces the 2001 Option Plan and accordingly no future awards will be made under the 2001 Option Plan. The shares of Common Stock that would otherwise be available for grant (i.e., not subject to outstanding awards, or forfeitures, canceled, exchanged, surrendered or not distributed) under the 2001 Option Plan as of the date hereof, are now available for issuance, offer and sale under the 2005 Plan. The total number of such shares under the 2001 Option Plan was 1,774,485 (the Carryover Shares). The Carryover Shares are hereby deregistered. The 2002 Form S-8 otherwise continues in effect as to the balance of the shares of Common Stock remaining available for issuance, offer or sale pursuant thereto upon and following the exercise of options previously granted under the 2001 Option Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to Registration Statement on Form S-8, the Company is filing a Registration Statement on Form S-8 to register the 3,000,000 shares of Class A common stock now available for issuance, offer or sale pursuant to the 2005 Plan, including, but not limited to, the Carryover Shares.

In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement hereby carries over the registration fees paid for the Carryover Shares from the 2002 Form S-8 to the Registration Statement on Form S-8 for the 2005 Plan that is filed contemporaneously with the filing of this Post-Effective Amendment No. 2 to Form S-8 Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Town of Melville, State of New York, on this 6th day of January, 2006.

MSC INDUSTRIAL DIRECT CO., INC.

By: /s/ David Sandler

David Sandler  
President and  
Chief Executive Officer

**POWER OF ATTORNEY**

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 dates indicated. Each person whose signature appears below constitutes and appoints David Sandler, Charles Boehlke, and Shelley Boxer each or any of them, his true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all the exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mitchell Jacobson Mitchell Jacobson	Chairman of the Board of Directors	January 6, 2006
/s/ David Sandler David Sandler	President, Chief Executive Officer and Director	January 6, 2006
/s/ Charles Boehlke Charles Boehlke	Executive Vice President, Chief Financial Officer and Director	January 6, 2006

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/s/ Roger Fradin Roger Fradin	Director	January 6, 2006
/s/ Denis Kelly Denis Kelly	Director	January 6, 2006
/s/ Raymond Langton Raymond Langton	Director	January 6, 2006
/s/ Philip Peller Philip Peller	Director	January 6, 2006
/s/ Shelley Boxer Shelley Boxer	Vice-President, Finance	January 6, 2006

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