

HYSTER-YALE MATERIALS HANDLING, INC.  
Form POS AM  
March 26, 2019  
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As filed with the Securities and Exchange Commission on March 26, 2019  
Registration No. 333-192098

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

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Post-Effective  
Amendment No. 6  
to  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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HYSTER-YALE MATERIALS HANDLING, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Delaware	3537	31-1637659
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

5875 Landerbrook Drive  
Suite 300  
Cleveland, Ohio 44124  
(440) 449-9600

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(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

Suzanne Schulze Taylor, Esq.  
Senior Vice President, General Counsel and Secretary  
5875 Landerbrook Drive, Suite 300  
Cleveland, Ohio 44124  
(440) 449-9600

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(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent For Service)

Copies to:  
Andrew C. Thomas, Esq.  
Jones Day  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114-1190  
(216) 586-1041

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable following the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Pursuant to Rule 429(a) under the Securities Act of 1933, the prospectus contained in this Post-effective Amendment No. 6 (this “Post-effective Amendment”) to the Registration Statement on Form S-4, filed by the Company on November 5, 2013 (Registration No. 333-192098), which was amended by the Pre-effective Amendment No. 1 to Form S-4 and declared effective on December 18, 2013, which was further amended by the Post-effective Amendment No. 1 to Form S-4, declared effective March 25, 2014, which was further amended by the Post-effective Amendment No. 2 to Form S-4, declared effective March 30, 2015, which was further amended by the Post-effective Amendment No. 3 to Form S-4, declared effective March 28, 2016, which was further amended by the Post-effective Amendment No. 4 to Form S-4, declared effective March 21, 2017, and which was further amended by the Post-effective Amendment No. 5 to Form S-4, declared effective April 4, 2018 (such registration statement, as amended, the “Previous Registration Statement”), is a combined prospectus relating to up to 728,976 shares of securities registered and remaining unsold under the Previous Registration Statement.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be exchanged until the post-effective amendment to the registration statement, of which this prospectus forms a part, filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, Dated March 26, 2019

Prospectus

OFFER BY SELLING STOCKHOLDERS  
TO EXCHANGE UP TO 728,976 SHARES OF  
CLASS A COMMON STOCK  
FOR 728,976 SHARES OF  
CLASS B COMMON STOCK  
OF  
HYSTER-YALE MATERIALS HANDLING, INC.

Under the terms of Hyster-Yale Materials Handling, Inc.'s certificate of incorporation and a stockholders' agreement, shares of Class B common stock are generally not transferable except to persons who are permitted transferees as specified in those documents. In accordance with those documents, parties to the stockholders' agreement may transfer shares of Class B common stock to the selling stockholders for shares of Class A common stock, on a share for share basis. As a result, the selling stockholders named in this prospectus are offering to transfer from time to time up to 728,976 shares of our Class A common stock under this prospectus on a share for share basis, upon receipt, from time to time of shares of our Class B common stock from holders of Class B common stock that are parties to the stockholders' agreement and are permitted to transfer those shares to the selling stockholders pursuant to our certificate of incorporation and the stockholders' agreement. Each exchange will result in one or more of the selling stockholders transferring one share of Class A common stock for each share of Class B common stock transferred to the selling stockholder or selling stockholders. We will not receive any proceeds from these transactions.

Our Class A common stock is listed on the New York Stock Exchange under the symbol "HY." On March 25, 2019, the last sale price of our Class A common stock as reported by the New York Stock Exchange was \$61.04 per share. Our Class B common stock is not publicly traded. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share.

Persons who receive shares of Class A common stock from the selling stockholders may resell those shares of Class A common stock in brokerage transactions on the New York Stock Exchange in compliance with Rule 144 under the Securities Act of 1933, except that the six-month holding period requirement of Rule 144 will not apply.

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Please consider carefully the "Risk Factors" beginning on page 4.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this prospectus is March \_\_\_\_, 2019.

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You should rely only on the information contained in this prospectus and in the reports and other information that we file with the Securities and Exchange Commission. We have not authorized any person to make a statement that differs from what is in this prospectus. If any person makes a statement that differs from what is in this prospectus, you should not rely on it. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate as of its date, but the information may change after that date.

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**WHERE YOU CAN FIND MORE INFORMATION**

We have filed this prospectus as part of a registration statement on Form S-4 with the Securities and Exchange Commission, or the Commission, under the Securities Act of 1933, or the Securities Act. The registration statement contains exhibits and other information that are not contained in this prospectus. Our descriptions in this prospectus of the provisions of documents filed as exhibits to the registration statement or otherwise filed with the Commission are only summaries of those documents' material terms. If you want a complete description of the contents of those documents, you should obtain the documents yourself by following the procedures described below.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, and, in accordance therewith, file annual, quarterly and current reports, proxy statements and other information with the Commission. The Commission maintains a website that contains reports, proxy and information statements and other information regarding us that is filed electronically with the Commission. The address of the site is: <http://www.sec.gov>. We make our annual and quarterly reports and other information that we file with the Commission available on our website. The address of our website is <http://www.hyster-yale.com>. However, other than the information incorporated into this document by reference, the information on our website and the Commission's website is not a part of this prospectus, and you should rely only on the information contained in or incorporated by reference into this prospectus when making a decision to exchange shares of Class B common stock for shares of Class A common stock.

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The Commission allows us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring to other documents filed separately with the Commission. This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. The information incorporated by reference is considered to be a part of this prospectus. We incorporate by reference the following documents that we have filed with the Commission and any filings that we will make with the Commission in the future under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act until this exchange offer is completed:

• Annual Report on Form 10-K for the fiscal year ended December 31, 2018; and

• The descriptions of Class A common stock set forth in the registration statement on Form 8-A filed September 7, 2012, including any subsequently filed amendments and reports updating such description.

We will not, however, incorporate by reference any documents or portions thereof that are not deemed "filed" with the Commission, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K unless, and except to the extent, specified in such reports.

We will provide without charge to each person to whom this prospectus is delivered, upon the written or oral request of the person, a copy (without exhibits other than exhibits specifically incorporated by reference) of any or all documents incorporated by reference into this prospectus. Requests for copies of those documents should be directed to Hyster-Yale Materials Handling, Inc., 5875 Landerbrook Drive, Suite 300, Cleveland, OH 44124, Attention: Secretary, telephone (440) 449-9600. To obtain timely delivery, you must request the information no later than five business days before the date you intend to elect to exchange shares of Class B common stock.

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SUMMARY

This prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a material difference include, but are not limited to, those discussed under “Risk Factors” and elsewhere in this prospectus. Investors should consider carefully the information set forth under the heading “Risk Factors” beginning on page 4. In this prospectus, the terms “Hyster-Yale,” the “Company,” “we,” “us” and “our” refer to Hyster-Yale Materials Handling, Inc. The term “HYG” refers to Hyster-Yale’s operating company Hyster-Yale Group, Inc.

Hyster-Yale

The Company is a leading, globally integrated, full-line lift truck manufacturer. The Company offers a broad array of solutions aimed at meeting the specific materials handling needs of its customers, including attachments and hydrogen fuel cell power products, telematics, automation and fleet management services, as well as a variety of other power options for its lift trucks. The Company designs, engineers, manufactures, sells and services a comprehensive line of lift trucks, attachments and aftermarket parts marketed globally primarily under the Hyster® and Yale® brand names, mainly to independent Hyster® and Yale® retail dealerships. Lift trucks and component parts are manufactured in the United States, China, Northern Ireland, Mexico, the Netherlands, the Philippines, Italy, Vietnam, Japan and Brazil.

Hyster-Yale was incorporated as a Delaware corporation in 1999.

The Company operates Bolzoni S.p.A. (“Bolzoni”). Bolzoni is a leading worldwide producer and distributor of attachments, forks and lift tables marketed under the Bolzoni®, Auramo® and Meyer® brand names. Bolzoni products are manufactured in Italy, China, Germany, Finland and the United States. Through the design, production and distribution of a wide range of attachments, Bolzoni has a strong presence in the market niche of lift-truck attachments and industrial material handling.

The Company operates Nuvera Fuel Cells, LLC (“Nuvera”). Nuvera is an alternative-power technology company focused on hydrogen fuel cell stacks and engines.

The Company operates Zhejiang Maximal Forklift Co., Ltd. (“Maximal”). Maximal is a Chinese manufacturer of utility and standard lift trucks and specialized material handling equipment involved in the design, manufacture, service and distribution of Class 1 electric and Class 5 internal combustion engine counterbalance utility and standard platforms, and Class 2 and Class 3 electric warehouse products for both the local China and global markets under the Maximal brand. Maximal also designs and produces specialized products in the port equipment and rough terrain forklift markets.

Our principal executive offices are located at 5875 Landerbrook Drive, Suite 300, Cleveland, Ohio 44124, and our telephone number is (440) 449-9600.

The Exchange Offer

The selling stockholders named in this prospectus are offering to transfer from time to time up to 728,976 shares of our Class A common stock on a share for share basis, upon receipt, from time to time of shares of our Class B common stock from holders of Class B common stock that are parties to the stockholders’ agreement and are permitted to transfer those shares to the selling stockholders pursuant to our certificate of incorporation and the stockholders’ agreement. Each exchange will result in one or more of the selling stockholders transferring one share of Class A common stock for each share of Class B common stock transferred to the selling stockholder or selling stockholders. See “Selling Stockholders” beginning on page 5.

As of March 1, 2019, the participating stockholders under the stockholders’ agreement beneficially owned 85.2% of the Class B common stock issued and outstanding on that date. Holders of shares of Class B common stock that are not subject to the stockholders’ agreement are permitted to transfer those shares subject to the transfer restrictions set forth in our certificate of incorporation, which include the ability of holders of shares of Class B common stock that are not subject to the stockholders’ agreement to transfer the shares to persons who are permitted transferees as specified in our certificate of incorporation or convert such shares of Class B common stock into shares of Class A common stock on a one-for-one basis. Only holders of shares of Class B common stock that are subject to the stockholders’ agreement may exchange their shares of Class B common stock for shares of Class A common stock pursuant to this prospectus.



In connection with the selling stockholders' offer to exchange up to 728,976 shares of Class A common stock, you do not have any appraisal or dissenters' rights under the General Corporation Law of the State of Delaware. See "The Exchange Offer—No Appraisal or Dissenters Rights" on page 16.

**Material U.S. Federal Income Tax Consequences**

Gain or loss will generally not be recognized by Hyster-Yale stockholders who exchange shares of their Class B common stock for shares of Class A common stock held by the selling stockholders. See "Material U.S. Federal Income Tax Consequences" beginning on page 16.

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The tax consequences of an exchange will depend on the stockholder's particular facts and circumstances. Persons acquiring shares of Class A common stock by exchanging shares of their Class B common stock with the selling stockholders are urged to consult their own tax advisors to fully understand the tax consequences to them of an exchange.

## Summary Historical Consolidated Financial Data

The following table presents a summary of our historical consolidated financial data. The statement of operations and other data for each of the three years in the period ended December 31, 2018 and the balance sheet data as of December 31, 2017 and 2016 have been derived from our audited consolidated financial statements and related notes, which are incorporated into this prospectus by reference from our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. See "Where You Can Find More Information" on page 1. The statement of operations and other data for the years ended December 31, 2014 and 2015, and the balance sheet data as of December 31, 2014, 2015 and 2016 have been derived from our audited consolidated financial statements and related notes that are not included in this prospectus or incorporated by reference. The historical consolidated financial data are presented for informational purposes only and do not purport to project our financial position as of any future date or our results of operations for any future period. The following information is only a summary and should be read together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical consolidated financial statements and related notes, which are incorporated by reference into this prospectus.

	Year Ended December 31				
	2018	2017 <sup>(1)</sup>	2016	2015	2014
	(In millions, except per share and employee data)				
Operating Statement Data:					
Revenues	\$3,174.4	\$2,885.2	\$2,569.7	\$2,578.1	\$2,767.2
Operating profit	\$38.8	\$74.1	\$32.9	\$103.5	\$148.8
Net income	\$34.3	\$48.9	\$42.3	\$75.1	\$110.2
Net (income) loss attributable to noncontrolling interest	0.4	(0.3)	) 0.5	(0.4)	) (0.4)
Net income attributable to stockholders	\$34.7	\$48.6	\$42.8	\$74.7	\$109.8
Basic earnings per share attributable to stockholders:	\$2.10	\$2.95	\$2.61	\$4.58	\$6.61
Diluted earnings per share attributable to stockholders:	\$2.09	\$2.94	\$2.61	\$4.57	\$6.58
Balance Sheet Data at December 31:					
Total assets	\$1,742.1	\$1,647.9	\$1,287.1	\$1,095.9	\$1,120.8
Long-term debt	\$210.1	\$216.2	\$82.2	\$19.6	\$12.0
Stockholders' equity	\$527.4	\$565.5	\$463.8	\$460.8	\$454.5
Cash Flow Data:					
Provided by (used for) operating activities	\$67.6	\$164.7	\$(48.9)	) \$89.4	\$100.0
Used for investing activities	\$(110.9)	) \$(47.3)	) \$(145.1)	) \$(31.3)	) \$(44.4)
Provided by (used for) financing activities	\$(87.6)	) \$53.1	\$77.9	\$(7.1)	) \$(110.5)
Other Data:					
Per share data:					
Cash dividends	\$0.1233	\$1.2025	\$1.1700		