

NACCO INDUSTRIES INC
Form S-8
August 10, 2012

As filed with the Securities and Exchange Commission on August 10, 2012.

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT

Under

The Securities Act of 1933

NACCO INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

34-1505819
(I.R.S. Employer

Identification No.)

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5875 Landerbrook Drive, Cleveland, OH 44124

(Address of Principal Executive Offices Including Zip Code)

NACCO Industries, Inc. Supplemental Executive Long-Term Incentive Bonus Plan

(Full Title of the Plan)

Charles A. Bittenbender, Esq.

Vice President, General Counsel and Secretary

NACCO Industries, Inc.

5875 Landerbrook Drive

Cleveland, Ohio 44124-4017

(440) 449-9600

(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.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) 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
Class A Common Stock, par value \$1.00 per share	100,000	\$105.94	\$10,594,000	\$1,214.08

- (1) Represents maximum number of shares of Class A Common Stock of NACCO Industries, Inc. (the Registrant), par value \$1.00 per share (Class A Common Stock), issuable pursuant to the NACCO Industries, Inc. Supplemental Executive Long-Term Incentive Bonus Plan (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 shares of Class A Common Stock as may become issuable pursuant to the 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 under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock

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Exchange on August 8, 2012 within five business days prior to filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Registrant with the Securities and Exchange Commission (the Commission) and are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K, filed February 29, 2012;
- (b) The Registrant's Quarterly Reports on Form 10-Q, filed May 2, 2012 and August 2, 2012;
- (c) The Registrant's Current Reports on Form 8-K, filed March 14, 2012 and March 15, 2012, May 11, 2012, June 6, 2012, June 7, 2012, June 26, 2012 and June 28, 2012; and
- (d) The description of the Registrant's Class A Common Stock contained in the registration statement on Form 8-B filed June 6, 1986, including any subsequently filed amendments and reports 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 Securities Exchange Act of 1934 (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 which 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 which 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the authorized and unissued shares of Class A Common Stock to be issued under the Plan was passed upon by Charles A. Bittenbender, Vice President, General Counsel and Secretary of the Registrant. As of August 1, 2012, Mr. Bittenbender beneficially owned 17,891 shares of the Registrant's Class A Common Stock.

Item 6. Indemnification of Directors and Officers.

The Registrant's Amended and Restated Bylaws provide in Article VI that the Registrant will indemnify its directors, officers and employees and each person who is or was serving at the request of the Company as a director, officer or employee or agent, or as an administrator or fiduciary with respect to any employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by statute.

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of

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the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

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Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted under standards similar to those set forth in the paragraph above, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 further provides that, to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that any indemnification under subsections (a) and (b) of Section 145 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145; that expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled; and that a corporation is empowered to purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

Number	Description
4.1	Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 3(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, Commission File Number 1-9172.
4.2	Amended and Restated By-laws of the Registrant are incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on August 7, 2008, Commission File Number 1-9172.
4.3	Stockholders' Agreement, dated as of March 15, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 2 to the Schedule 13D filed on March 29, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

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Exhibit

Number	Description
4.4	Amendment to Stockholders Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 4 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.5	Amendment to Stockholders Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 5 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.6	Amendment to Stockholders Agreement, dated as of November 17, 1990, among the signatories thereto, the Registrant, and Ameritrust Company National Association, as depository, is incorporated herein by reference to Amendment No. 2 to the Schedule 13D filed on March 18, 1991 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.7	Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Exhibit No. 13 to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.8	Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Exhibit No. 14 to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.9	Amendment to Stockholders Agreement, dated as of April 9, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 19 to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.10	Amendment to Stockholders Agreement, dated as of December 26, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 20 to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.11	Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 21 to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

Exhibit

Number	Description
4.12	Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 22 to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.13	Amendment to Stockholders Agreement, dated as of March 30, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 23 to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.14	Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 24 to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.15	Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 25 Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.16	Amendment to Stockholders Agreement, dated as of February 14, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 26 to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.17	Amendment to Stockholders Agreement, dated as of December 26, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 27 to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.18	Amendment to Stockholders Agreement, dated as of February 11, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 28 to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.19	Amendment to Stockholders Agreement, dated as of October 24, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 29 to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.20	Amendment to Stockholders Agreement, dated as of December 30, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 30 to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

Exhibit

Number	Description
4.21	Amendment to Stockholders Agreement, dated as of December 28, 2004, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit 4.23 of the Registration Statement on Form S-4, filed by the Company on January 12, 2005, Commission File Number 333-121996.
4.22	Amendment to Stockholders Agreement, dated as of February 7, 2005, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit 4.24 of the Pre-Effective Amendment No. 1 to the Registration Statement on Form S-4, filed by the Company on February 7, 2005, Commission File Number 333-121996.
4.23	Amendment to Stockholders Agreement, dated as of March 24, 2006, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 35 to Amendment No. 15 to the Schedule 13D filed on February 14, 2008, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.24	Amendment to Stockholders Agreement, dated as of September 19, 2007, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 34 to Amendment No. 15 to the Schedule 13D filed on February 14, 2008, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.25	Amendment to Stockholders Agreement, dated as of November 13, 2008, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders and the New Participating Stockholders is incorporated herein by reference to Exhibit No. 36 to Amendment No. 16 to the Schedule 13D filed on February 13, 2009, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.26	Amendment to Stockholders Agreement, dated as of November 26, 2008, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders and the New Participating Stockholders is incorporated herein by reference to Exhibit No. 37 to Amendment No. 16 to the Schedule 13D filed on February 13, 2009, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.27	Amendment to Stockholders Agreement, dated as of November 27, 2009, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders and the New Participating Stockholders is incorporated herein by reference to Exhibit No. 38 to Amendment No. 17 to the Schedule 13D filed on February 16, 2010, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.28	Amendment to Stockholders Agreement, dated as of February 8, 2011, by and among PNC Bank (as successor in interest to National City Bank), the Registrant, the Participating Stockholders and the New Participating Stockholder is incorporated herein by reference to Exhibit No. 39 to Amendment No. 19 to the Schedule 13D filed on February 14, 2012, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

Exhibit

Number	Description
4.29	NACCO Industries, Inc. Supplemental Executive Long-Term Incentive Compensation Plan, as amended and restated, effective as of March 1, 2012, is incorporated herein by reference to Appendix B to the Registrant's Definitive Proxy Statement, filed by the Registrant on March 16, 2012, Commission File Number 1-9172.
5.1	Opinion of Charles A. Bittenbender, Vice President, General Counsel & Secretary of the Registrant.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Charles A. Bittenbender, Vice President, General Counsel & Secretary of the Registrant (included in Exhibit 5.1).
24.1	Power of Attorney.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided however, That:

A. Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 August 10, 2012.

NACCO INDUSTRIES, INC.

By: /s/ Charles A. Bittenbender
Charles A. Bittenbender
Vice President, General Counsel and Secretary

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.

Date: August 10, 2012	*	Alfred M. Rankin, Jr. Chairman, President, Chief Executive Officer (Principal Executive Officer) and Director
Date: August 10, 2012	*	Kenneth C. Schilling Vice President and Controller (Principal Financial and Accounting Officer)
Date: August 10, 2012	*	John P. Jumper Director
Date: August 10, 2012	*	Dennis W. LaBarre Director
Date: August 10, 2012	*	Richard de J. Osborne Director
Date: August 10, 2012	*	Michael E. Shannon Director
Date: August 10, 2012	*	Britton T. Taplin Director
Date: August 10, 2012	*	David F. Taplin Director
Date: August 10, 2012	*	John F. Turben

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Director

Date: August 10, 2012

*

Eugene Wong
Director

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* This registration statement has been signed on behalf of the above officers and directors by Charles A. Bittenbender, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this registration statement.

Date: August 10, 2012

By: /s/ Charles A. Bittenbender
Charles A. Bittenbender
Attorney-in-Fact

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EXHIBIT INDEX**Exhibit****Number****Description**

- 4.1 Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 3(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, Commission File Number 1-9172.
- 4.2 Amended and Restated By-laws of the Registrant are incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on August 7, 2008, Commission File Number 1-9172.
- 4.3 Stockholders' Agreement, dated as of March 15, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 2 to the Schedule 13D filed on March 29, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
- 4.4 Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 4 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
- 4.5 Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 5 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
- 4.6 Amendment to Stockholders' Agreement, dated as of November 17, 1990, among the signatories thereto, the Registrant, and Ameritrust Company National Association, as depository, is incorporated herein by reference to Amendment No. 2 to the Schedule 13D filed on March 18, 1991 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
- 4.7 Amendment to Stockholders' Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Exhibit No. 13 to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
- 4.8 Amendment to Stockholders' Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Exhibit No. 14 to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
- 4.9 Amendment to Stockholders' Agreement, dated as of April 9, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 19 to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

Exhibit

Number	Description
4.10	Amendment to Stockholders Agreement, dated as of December 26, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 20 to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.11	Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 21 to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.12	Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 22 to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.13	Amendment to Stockholders Agreement, dated as of March 30, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 23 to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.14	Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 24 to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.15	Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 25 Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.16	Amendment to Stockholders Agreement, dated as of February 14, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit No. 26 to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.17	Amendment to Stockholders Agreement, dated as of December 26, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 27 to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

Exhibit

Number	Description
4.18	Amendment to Stockholders Agreement, dated as of February 11, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 28 to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.19	Amendment to Stockholders Agreement, dated as of October 24, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 29 to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.20	Amendment to Stockholders Agreement, dated as of December 30, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 30 to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.21	Amendment to Stockholders Agreement, dated as of December 28, 2004, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit 4.23 of the Registration Statement on Form S-4, filed by the Company on January 12, 2005, Commission File Number 333-121996.
4.22	Amendment to Stockholders Agreement, dated as of February 7, 2005, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit 4.24 of the Pre-Effective Amendment No. 1 to the Registration Statement on Form S-4, filed by the Company on February 7, 2005, Commission File Number 333-121996.
4.23	Amendment to Stockholders Agreement, dated as of March 24, 2006, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 35 to Amendment No. 15 to the Schedule 13D filed on February 14, 2008, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.24	Amendment to Stockholders Agreement, dated as of September 19, 2007, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit No. 34 to Amendment No. 15 to the Schedule 13D filed on February 14, 2008, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.25	Amendment to Stockholders Agreement, dated as of November 13, 2008, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders and the New Participating Stockholders is incorporated herein by reference to Exhibit No. 36 to Amendment No. 16 to the Schedule 13D filed on February 13, 2009, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.26	Amendment to Stockholders Agreement, dated as of November 26, 2008, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders and the New Participating Stockholders is incorporated herein by reference to Exhibit No. 37 to Amendment No. 16 to the Schedule 13D filed on February 13, 2009, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.

Exhibit

Number	Description
4.27	Amendment to Stockholders Agreement, dated as of November 27, 2009, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders and the New Participating Stockholders is incorporated herein by reference to Exhibit No. 38 to Amendment No. 17 to the Schedule 13D filed on February 16, 2010, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.28	Amendment to Stockholders Agreement, dated as of February 8, 2011, by and among PNC Bank (as successor in interest to National City Bank), the Registrant, the Participating Stockholders and the New Participating Stockholder is incorporated herein by reference to Exhibit No. 39 to Amendment No. 19 to the Schedule 13D filed on February 14, 2012, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001.
4.29	NACCO Industries, Inc. Supplemental Executive Long-Term Incentive Compensation Plan, as amended and restated, effective as of March 1, 2012, is incorporated herein by reference to Appendix B to the Registrant's Definitive Proxy Statement, filed by the Registrant on March 16, 2012, Commission File Number 1-9172.
5.1	Opinion of Charles A. Bittenbender, Vice President, General Counsel & Secretary of the Registrant.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Charles A. Bittenbender, Vice President, General Counsel & Secretary of the Registrant (included in Exhibit 5.1).
24.1	Power of Attorney.