

Quanex Building Products CORP
Form 10-12B/A
February 14, 2008

As filed with the Securities and Exchange Commission on February 14, 2008

Registration No. 1-33913

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

Amendment No. 1

to

Form 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Quanex Building Products Corporation

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

26-1561397

*(I.R.S. Employer
Identification No.)*

1900 West Loop South

Suite 1500

Houston, Texas

(Address of principal executive offices)

77027

(Zip Code)

Registrant's telephone number, including area code:

(713) 961-4600

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| Common Stock, \$0.01 par value per share | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:
None.

**Information Required in Registration Statement
Cross-Reference Sheet Between the Information Statement and Items of Form 10**

Our information statement may be found as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the information statement.

Item 1. *Business*

The information required by this item is contained under the sections Summary, Management's Discussion and Analysis of Financial Condition and Results of Operations of Quanex Corporation and Business of the Information Statement. Those sections are incorporated herein by reference.

Item 1A. *Risk Factors*

The information required by this item is contained under the section Risk Factors of the Information Statement. That section is incorporated herein by reference.

Item 2. *Financial Information*

The information required by this item is contained under the sections Selected Financial Data of Quanex Corporation and Management's Discussion and Analysis of Financial Condition and Results of Operations of Quanex Corporation of the Information Statement. Those sections are incorporated herein by reference.

Item 3. *Properties*

The information required by this item is contained under the section Business Properties and Facilities of the Information Statement. That section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management*

The information required by this item is contained under the section Security Ownership of Certain Beneficial Owners and Management of the Information Statement. That section is incorporated herein by reference.

Item 5. *Directors and Executive Officers*

The information required by this item is contained under the section Management of the Information Statement. That section is incorporated herein by reference.

Item 6. *Executive Compensation*

The information required by this item is contained under the section Management of the Information Statement. That section is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions*

The information required by this item is contained under the sections Our Relationship with Quanex Corporation After the Distribution and Management of the Information Statement. Those sections are incorporated herein by

reference.

Item 8. *Legal Proceedings*

The information required by this item is contained under the section **Business of Quanex Building Products Corporation** **Legal Proceedings** of the Information Statement. That section is incorporated herein by reference.

Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters*

The information required by this item is contained under the sections Summary, The Distribution, Dividend Policy, Capitalization, Management and Description of Our Capital Stock of the Information Statement. Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities*

Not applicable.

Item 11. *Description of Registrant's Securities to Be Registered*

The information required by this item is contained under the section Description of Our Capital Stock of the Information Statement. That section is incorporated herein by reference.

Item 12. *Indemnification of Officers and Directors*

The information required by this item is contained under the section Description of Our Capital Stock of the Information Statement. That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data*

The information required by this item is contained under the sections Summary, Unaudited Pro Forma Condensed Consolidated Financial Data of Quanex Building Products Corporation, Selected Consolidated Financial Data of Quanex Corporation, Consolidated Financial Statements and Index to Consolidated Financial Statements beginning on Page F-1 of the Information Statement. Those sections are incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

Not applicable.

Item 15. *Financial Statements and Exhibits*

(a) *Financial Statements.* The information required by this item is contained under the section Index to Consolidated Financial Statements beginning on page F-1 of the Information Statement. That section is incorporated herein by reference.

(b) *Exhibits.* The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description |
|----------------|---|
| 2.1 | Distribution Agreement among Quanex Corporation, Quanex Building Products LLC and Quanex Building Products Corporation (incorporated by reference to Exhibit 10.1 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 3.1* | Certificate of Incorporation of Quanex Building Products Corporation |
| 3.2* | Bylaws of Quanex Building Products Corporation |
| 4.1** | Specimen common stock certificate of Quanex Building Products Corporation |
| 10.1 | Transition Services Agreement between Quanex Corporation and Quanex Building Products LLC (incorporated by reference to Exhibit 10.3 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 10.2 | Tax Matters Agreement by and among Quanex Corporation, Quanex Building Products LLC and Quanex Building Products Corporation (incorporated by reference to Exhibit 10.2 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 10.3 | Employee Matters Agreement by and among Quanex Corporation, Quanex Building Products LLC and Quanex Building Products Corporation (incorporated by reference to Exhibit 10.4 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 10.4*** | Quanex Building Products Corporation 2008 Omnibus Plan |
| 10.5** | Form of Severance Agreement to be entered into by each of the executive officers of Quanex Building Products Corporation. |
| 10.6** | Form of Change in Control Agreement to be entered into by each of the executive officers of Quanex Building Products Corporation. |
| 21.1*** | List of Subsidiaries of Quanex Building Products Corporation |
| 99.1** | Information Statement of Quanex Building Products Corporation |

* Previously filed.

** Filed herewith.

*** To be filed by amendment.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment no. 1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

QUANEX BUILDING PRODUCTS CORPORATION

By: /s/ Kevin P. Delaney

Kevin P. Delaney
Senior Vice President and General Counsel

Dated: February 14, 2008

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-----------------------|---|
| 2.1 | Distribution Agreement among Quanex Corporation, Quanex Building Products LLC and Quanex Building Products Corporation (incorporated by reference to Exhibit 10.1 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 3.1* | Certificate of Incorporation of Quanex Building Products Corporation |
| 3.2* | Bylaws of Quanex Building Products Corporation |
| 4.1** | Specimen common stock certificate of Quanex Building Products Corporation |
| 10.1 | Transition Services Agreement between Quanex Corporation and Quanex Building Products LLC (incorporated by reference to Exhibit 10.3 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 10.2 | Tax Matters Agreement by and among Quanex Corporation, Quanex Building Products LLC and Quanex Building Products Corporation (incorporated by reference to Exhibit 10.2 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 10.3 | Employee Matters Agreement by and among Quanex Corporation, Quanex Building Products LLC and Quanex Building Products Corporation (incorporated by reference to Exhibit 10.4 to Quanex Corporation's Current Report on Form 8-K filed with the Commission on December 24, 2007) |
| 10.4*** | Quanex Building Products Corporation 2008 Omnibus Plan |
| 10.5** | Form of Severance Agreement to be entered into by each of the executive officers of Quanex Building Products Corporation. |
| 10.6** | Form of Change in Control Agreement to be entered into by each of the executive officers of Quanex Building Products Corporation. |
| 21.1*** | List of Subsidiaries of Quanex Building Products Corporation |
| 99.1** | Information Statement of Quanex Building Products Corporation |

* Previously filed.

** Filed herewith.

*** To be filed by amendment.