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HUTTIG BUILDING PRODUCTS INC
Form S-8 POS
September 23, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 23, 2003

REGISTRATION NO. 333-92495

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

AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

HUTTIG BUILDING PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	555 MARYVILLE UNIVERSITY DRIVE, SUITE 240 ST. LOUIS, MISSOURI 63141 (314) 216-2600 (Address of Principal Executive Offices)	43-0334550 (I.R.S. Employer Identification No.)
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HUTTIG BUILDING PRODUCTS, INC.
SAVINGS AND PROFIT SHARING PLAN
(Full title of the plan)

THOMAS S. MCHUGH
CHIEF FINANCIAL OFFICER AND TREASURER
HUTTIG BUILDING PRODUCTS, INC.
555 MARYVILLE UNIVERSITY DRIVE, SUITE 240
ST. LOUIS, MISSOURI 63141
(314) 216-2600
(Name, address and telephone numbers,
including area code, of agent for service)

COPY TO:
ROBERT M. LAROSE, ESQ.
THOMPSON COBURN LLP
ONE US BANK PLAZA
ST. LOUIS, MISSOURI 63101
TELEPHONE: (314) 552-6000
FACSIMILE: (314) 552-7000

CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (2) (3)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (4)	PROPOSED MAXIMUM AGGREGATE OFFERIN PRICE (4)
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Common Stock, \$.01 par value (1)	2,000,000 shares	\$2.73	\$5,460,000.00
Participant interests pursuant to Rule 416(c)	Indeterminate	N/A	N/A

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- (1) Includes one attached Preferred Share Purchase Right per share.
 - (2) The shares being registered hereby are reserved for issuance pursuant to the Company's Savings and Profit Sharing Plan.
 - (3) The Company previously registered 300,000 shares pursuant to the initial Registration Statement on Form S-8, filed December 10, 1999.
 - (4) Estimated solely for the purposes of computing the Registration Fee pursuant to the provisions of Rule 457(c) and (h), based upon a price of \$2.73 per share, being the average of the high and low transaction prices of the Company's Common Stock per share as reported by the New York Stock Exchange on September 19, 2003.
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HUTTIG BUILDING PRODUCTS, INC.
SAVINGS AND PROFIT SHARING PLAN

EXPLANATORY NOTE

This Amendment No. 1 to Registration Statement on Form S-8 (this "Amendment") is being filed by Huttig Building Products, Inc., a Delaware corporation (the "Company"), in connection with the registration of an additional 2,000,000 shares of the Company's common stock, \$.01 par value per share (the "Common Stock"), to be issued pursuant to the Company's Savings and Profit Sharing Plan. The additional shares of Common Stock to be registered pursuant to this Amendment include one attached Preferred Share Purchase Right per share. The Company previously registered 300,000 shares of its Common Stock and an indeterminate amount of plan interests pursuant to Rule 416(c) under the Securities Act of 1933, as amended, pursuant to the initial Registration Statement on Form S-8, File No. 333-92495 (the "Initial Registration Statement") filed with the Securities and Exchange Commission on December 10, 1999. The contents of the Initial Registration Statement are incorporated herein by reference.

Item 8. Exhibits.

See Exhibit Index located at page 4 hereof.

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 Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-92495) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on September 23, 2003.

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HUTTIG BUILDING PRODUCTS, INC.

By: /s/ Thomas S. McHugh

Thomas S. McHugh
Chief Financial Officer and Treasurer
(Principal Financial and Accounting
Officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Michael A. Lupo and Thomas S. McHugh and any of them (with full power to each of them to act alone) the true and lawful attorneys-in fact and agent of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Amendment No. 1 to Registration Statement, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission (or any other government or regulatory authority), and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute, or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-92495) and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ---
/s/ Michael A. Lupo ----- Michael A. Lupo Principal Executive Officer	President, Chief Executive Officer and Director	Sept
/s/ Thomas S. McHugh ----- Thomas S. McHugh Principal Financial and Accounting Officer	Chief Financial Officer and Treasurer	Sept

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/s/ R.S. Evans -----	Chairman of the Board	Sept
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R.S. Evans

/s/ E. Thayer Bigelow, Jr. Director Septe

 E. Thayer Bigelow, Jr.

/s/ Grant W. Bruce Director Septe

 Grant W. Bruce

/s/ Alan S. J. Durant Director Septe

 Alan S. J. Durant

/s/ Richard S. Forte Director Septe

 Richard S. Forte

Director Septe

 Dorsey R. Gardner

/s/ Delbert H. Tanner Director Septe

 Delbert H. Tanner

Pursuant to the requirements of the Securities Act of 1933, the administrator of the Huttig Building Products, Inc. Savings and Profit Sharing Plan has duly caused this Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-92495) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on September 23, 2003.

HUTTIG BUILDING PRODUCTS, INC.
 SAVINGS AND PROFIT SHARING PLAN

By: /s/ Nick H. Varsam

 Nick H. Varsam
 Plan Administrator

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EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Restated Certificate of Incorporation of the Registrant, filed as Exhibit 3.1 to the Registrant's Form 10, as amended (File No. 1-15313), is incorporated herein by reference.

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- 4.2 Restated By-Laws of the Registrant, filed as Exhibit 3.2 to the Registrant's Form 10, as amended (File No. 1-15313), is incorporated herein by reference.
- 4.3 Preferred Share Purchase Rights of the Registrant, registered pursuant to the Registrant's Form 10, as amended (File No. 1-15313), are incorporated herein by reference.
- 4.4 Rights Agreement dated December 6, 1999, filed as Exhibit 4.2 to the Registrant's Form 10, as amended (File No. 1-15313), is incorporated herein by reference.
- 5.1 Opinion of Thompson Coburn LLP.
- 23.1 Consent of Thompson Coburn LLP (included in Exhibit 5.1).
- 23.2 Consent of Deloitte & Touche LLP.
- 24 Power of Attorney (included in the signature pages to this Registration Statement).