

STEEL DYNAMICS INC  
Form S-4  
October 08, 2013  
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As filed with the Securities and Exchange Commission on October 8, 2013

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-4

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REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT

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## STEEL DYNAMICS, INC.

(Exact name of registrant as specified in its charter)

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

**3312**  
(Primary Standard Industrial  
Classification Code Number)

**35-1929476**  
(I.R.S. Employer  
Identification No.)

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**7575 West Jefferson Blvd.**  
**Fort Wayne, Indiana 46804**  
**(260) 969-3500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Mark D. Millett**  
**Chief Executive Officer**  
**Steel Dynamics, Inc.**  
**7575 West Jefferson Blvd.**  
**Fort Wayne, Indiana 46804**  
**(260) 969-3500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Robert S. Walters, Esq.**  
Barrett & McNagny LLP  
215 East Berry Street  
Fort Wayne, Indiana 46802  
(260) 423-9551

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**Approximate date of commencement of proposed Exchange:**  
**as soon as practicable after this registration statement becomes effective.**

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 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.

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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

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Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5¼% Senior Notes due 2023	\$ 400,000,000	\$ 1,000	\$ 400,000,000	\$ 51,520(1)
Guarantees by certain Steel Dynamics Subsidiaries(2)				(3)
Totals	\$ 400,000,000	\$ 1,000	\$ 400,000,000	\$ 51,520

(1) The registration fee was calculated pursuant to Rule 457(f) under the Securities Act of 1933, as amended. For purposes of this calculation, the offering price per note was assumed to be the stated principal amount of each original note that may be received by the registrant in the exchange transaction in which the notes will be offered.

(2) The subsidiary guarantors and Additional Registrants are: Carolinas Recycling Group, LLC; Jackson Iron & Metal Company, Inc.; Marshall Steel, Inc.; New Millennium Building Systems, Inc.; New Millennium Building Systems, LLC; OmniSource, LLC; OmniSource Corporation; OmniSource Indianapolis, LLC; OmniSource Southeast, LLC; OmniSource Transport, LLC; Roanoke Electric Steel Corporation; Steel Dynamics Sales North America, Inc.; Steel of West Virginia, Inc.; Steel Ventures, Inc.; Superior Aluminum Alloys, LLC; SWVA, Inc.; and The Techs Industries, Inc. We neither paid nor received any consideration for any of the guarantees.

(3) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantees.

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<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or Other Jurisdiction of Incorporation of Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>IRS Employer Identification Number</b>	<b>Address, including Zip Code and Telephone Number, including Area Code, of each Registrant's Principal Executive Office</b>
<b>Carolinas Recycling Group, LLC</b>	SC	423930	57-1075008	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>Jackson Iron &amp; Metal Company, Inc.</b>	MI	423930	38-2604041	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>Marshall Steel, Inc.</b>	DE	533110	62-1527726	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>New Millennium Building Systems, Inc.</b>	SC	533110	57-0477521	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>New Millennium Building Systems, LLC</b>	IN	533110	35-2083989	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>OmniSource Corporation</b>	IN	423930	35-0809317	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>OmniSource Indianapolis, LLC</b>	IN	423930	20-4051458	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>OmniSource Southeast, LLC</b>	DE	423930	56-2256626	

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				7575 West Jefferson Blvd. Fort Wayne, IN 46804 260-969-3500
<b>OmniSource Transport, LLC</b>	IN	423930	35-2084965	7575 West Jefferson Blvd. Fort Wayne, IN 46804 260-969-3500
<b>OmniSource, LLC</b>	IN	423930	35-2046863	7575 West Jefferson Blvd. Fort Wayne, IN 46804 260-969-3500
<b>Roanoke Electric Steel Corporation</b>	IN	533110	20-3663442	7575 West Jefferson Blvd. Fort Wayne, IN 46804 260-969-3500

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<b>Steel Dynamics Sales North America, Inc.</b>	IN	533110	32-0042039	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>Steel of West Virginia, Inc.</b>	DE	533110	55-0684304	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>Steel Ventures, Inc.</b>	DE	533110	55-0740037	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>Superior Aluminum Alloys, LLC</b>	IN	423930	35-2007173	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>SWVA, Inc.</b>	DE	533110	55-0621605	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500
<b>The Techs Industries, Inc.</b>	DE	533110	20-0540361	7575 West Jefferson Blvd.  Fort Wayne, IN 46804 260-969-3500

**THE REGISTRANT AND EACH ADDITIONAL REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL SUCH REGISTRANTS 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, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SEC, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.**

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The information in this prospectus is not complete and may be changed. We may not sell these securities nor accept offers to buy these securities until the registration statement filed with the Commission becomes effective. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities in any jurisdiction where such offer, solicitation or sale is prohibited.

	Exchange Notes:	Cusip #858119AZ3
	<b>Dated October 8, 2013</b>	
<b>PROSPECTUS</b>	Old Notes	Cusip #858119AY6(144A) Cusip #U85795AL3(Reg S)

**OFFER TO EXCHANGE**

**ALL OUTSTANDING UNREGISTERED \$400,000,000 AGGREGATE PRINCIPAL AMOUNT OF OUR**

**5¼% SENIOR NOTES DUE 2023 ( OLD NOTES )**

**FOR UP TO \$400,000,000 AGGREGATE PRINCIPAL AMOUNT OF OUR NEWLY ISSUED 5¼%**

**REGISTERED SENIOR NOTES DUE 2023 ( EXCHANGE NOTES ).**

We hereby offer, upon the terms and subject to the conditions set forth in this Prospectus and the accompanying letter of transmittal (which together constitute the Exchange ), to exchange up to \$400,000,000 aggregate principal amount of our 5¼% Senior Notes due 2023, registered under the Securities Act of 1933, as amended (the Securities Act ), for a like principal amount of any or all of our outstanding 5¼% Old Notes, which we issued on March 26, 2013, without registration under the Securities Act. We refer to the Old Notes and the Exchange Notes collectively as the Notes. The Exchange Notes are guaranteed, fully and unconditionally (except as limited as described under Description of the Exchange Notes, below) on a joint and several basis, as to payment of principal and interest by the wholly-owned subsidiary guarantors listed in this prospectus (the Subsidiary Guarantors ). The unregistered Old Notes have certain transfer restrictions. The Exchange Notes will be freely transferable.

**The Exchange Offer will expire at 5:00 p.m. New York City time, on [ • ], 2013 (the 21st business day following the date of this Prospectus), unless we extend the Exchange Offer in our sole and absolute discretion.**

- Tenders of outstanding unregistered Old Notes may be withdrawn at any time before 5:00 P.M. New York City time on the date the offer expires.

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- All outstanding unregistered Old Notes that are validly tendered and not validly withdrawn will be exchanged.
- The exchange of unregistered Old Notes for registered Exchange Notes will not be a taxable event for U.S. federal income tax purposes.
- The Exchange Notes will not be listed on any exchange.

We will not receive any cash proceeds from this Exchange.

The terms of the Exchange Notes that we will issue in connection with this Exchange are identical to the terms of the outstanding Old Notes in all material respects, except for the elimination of certain transfer restrictions, registration rights and additional interest provisions relating to the outstanding Old Notes. The Exchange Notes will be issued under the same Indenture as the Old Notes. See [Terms of the Exchange](#).