

GLATFELTER P H CO  
Form S-8  
May 29, 2013

As filed with the Securities and Exchange Commission on May 29, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**P. H. Glatfelter Company**

(Exact name of registrant as specified in its charter)

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

**23-0628360**  
(I.R.S. Employer  
Identification No.)

**96 South George Street, Suite 520**

**York, Pennsylvania**  
(Address of Principal Executive Offices)

**17401**  
(Zip Code)

**P. H. GLATFELTER COMPANY**

**AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**John P. Jacunski**

**Senior Vice President and Chief Financial Officer**

**96 South George Street**

**Suite 520**

**York, Pennsylvania 17401**

(Name and address of agent for service)

**(717) 225-4711**

(Telephone number, including area code, of agent for service)

*with a copy to:*

**Brian Doerner, Esquire**

**Ballard Spahr LLP**

**1735 Market Street**

**51th Floor**

**Philadelphia, Pennsylvania 19103**

**215-665-8500**

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.

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Large accelerated filer

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

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.01 per share	1,030,000 shares	\$24.67	\$25,410,100	\$3,466

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of additional shares of Common Stock issuable under the equity plan described below in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(h) promulgated under the Securities Act, the price shown is based upon the average of the high and low prices reported for the Common Stock on the New York Stock Exchange on May 24, 2013.

**PART II -**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Explanatory Note**

P. H. Glatfelter Company (the Registrant) is filing this registration statement to register an additional 1,030,000 shares of its common stock, par value \$0.01 per share (Common Stock), for issuance under the P. H. Glatfelter Amended and Restated Long-Term Incentive Plan (the Plan). The increase in the number of shares available to be awarded under the Plan, as well as certain other amendments to the Plan that are described in the Registrant's definitive proxy statement, filed with the United States Securities and Exchange Commission (the Commission) on April 3, 2013, were approved by the Registrant's shareholders on May 9, 2013. The Registrant previously filed Registration Statements on Form S-8 with the Commission to register 1,500,000 shares of Common Stock (File No. 333-124485), filed on April 29, 2005 and 4,000,000 shares of Common Stock (File No. 333-160310), filed on June 29, 2009, authorized for issuance under the Plan. Pursuant to General Instruction E to Form S-8, Part I and Items 4-7 and 9 of Part II of the Registrant's Registration Statement on Form S-8 (File No. 333-124485) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents, filed or to be filed with the Commission, are incorporated herein by reference:

the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Commission on March 8, 2013;

the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the Commission on May 9, 2013;

the Registrant's Current Reports on Form 8-K filed with the Commission on March 13, 2013 (Item 1.01 only), April 16, 2013, May 1, 2013 (Item 2.01 only), May 6, 2013 (two separate reports), and May 13, 2013;

the description of the Common Stock of the Registrant contained in its Registration Statement on Form 8-A filed with the Commission on October 23, 1998.

In addition, all reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such document. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall 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. The statements required to be so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. EXHIBITS.**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1	P. H. Glatfelter Company Amended and Restated Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on May 13, 2013).
5.1	Opinion of Ballard Spahr LLP (filed herewith).
23.1	Consent of Deloitte & Touche LLP (filed herewith).
23.2	Consent of Ballard Spahr LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (see signatures page to this Registration Statement).

**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 York, Commonwealth of Pennsylvania on May 29, 2013.

P. H. GLATFELTER COMPANY

By: /s/ Dante C. Parrini  
 Name: Dante C. Parrini  
 Title: Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dante C. Parrini and John P. Jacunski, and each of them, as the true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Dante C. Parrini Dante C. Parrini	Chairman and Chief Executive Officer (principal executive officer)	May 29, 2013
/s/ John P. Jacunski John P. Jacunski	Senior Vice President and Chief Financial Officer (principal financial officer)	May 29, 2013
/s/ David C. Elder David C. Elder	Vice President, Finance (principal accounting officer)	May 29, 2013
/s/ Kathleen A. Dahlberg Kathleen A. Dahlberg	Director	May 29, 2013
/s/ Nicholas DeBenedictis Nicholas DeBenedictis	Director	May 29, 2013
/s/ Kevin M. Fogarty Kevin M. Fogarty	Director	May 29, 2013

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/s/ J. Robert Hall J. Robert Hall	Director	May 29, 2013
/s/ Richard C. III Richard C. III	Director	May 29, 2013
/s/ Ronald J. Naples Ronald J. Naples	Director	May 29, 2013
/s/ Richard L. Smoot Richard L. Smoot	Director	May 29, 2013
/s/ Lee C. Stewart Lee C. Stewart	Director	May 29, 2013