

GLOBE SPECIALTY METALS INC

Form S-1

December 22, 2009

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Registration No. 333-

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

Form S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Globe Specialty Metals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

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

3330

*(Primary Standard Industrial
Classification Code Number)*

20-2055624

*(I.R.S. Employer
Identification Number)*

**One Penn Plaza
250 West 34th Street, Suite 2514
New York, NY 10119
(212) 798-8122**

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

Jeff Bradley, Chief Executive Officer

**One Penn Plaza
250 West 34th Street, Suite 2514
New York, NY 10119
(212) 798-8122**

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

**Jeffrey E. Jordan, Esq.
Arent Fox LLP
1050 Connecticut Avenue
Washington DC 20036
(202) 857-6000**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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.

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.

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. (Check one):

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount to be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$0.0001 par value	3,349,902	\$9.14	\$30,618,104.28	\$2,183.07

(1) Calculated pursuant to Rule 457(c) of the rules and regulations under the Securities Act, the offering price and the registration fee are calculated on the basis of the average high and low prices of the shares of the registrant's common stock. For the purposes of this table we have used the average of the high and low prices of the shares as reported by the NASDAQ Global Select Market on December 18, 2009.

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus included in this Registration Statement is a combined prospectus that also relates to the Registration Statement (File No. 333-160973), previously filed by the Registrant on Form S-1.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant 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 of 1933 or until the registration statement shall become effective on such date as the Commission, 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 until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED DECEMBER 21, 2009
PRELIMINARY PROSPECTUS**

58,106,852 Shares

Common Stock

The selling stockholders named in this prospectus are offering up to 58,106,852 shares of our common stock. The selling stockholders will receive all proceeds from the sale of the common stock, and therefore we will not receive any of the proceeds from their sale of the common stock.

Our common stock is listed on the NASDAQ Global Select Market under the symbol GSM. On December 18, 2009, the closing price of our common stock on the NASDAQ Global Select Market was \$9.20 per share. We expect that the selling stockholders will sell their shares of our common stock at prevailing market prices or privately negotiated prices. See also Plan of Distribution.

Investing in our common stock involves risks. See Risk Factors on page 3.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is 2009

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You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information that is different. The securities are offered only in jurisdictions where offers and sales are permitted. The information appearing in this prospectus, as well as information in documents we previously filed with the Securities and Exchange Commission and incorporated herein by reference, may only be accurate as of their respective dates or on other dates which are specified in those documents, regardless of the time of delivery of this prospectus or of any sale of the securities. Our business, financial condition, results of operations and prospects may have changed since those dates.

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PROSPECTUS SUMMARY

This summary does not contain all of the information that you should consider in making an investment decision. You should read the entire prospectus and the documents incorporated by reference before investing. Unless otherwise stated in this prospectus, references to we, us or our company refer to Globe Specialty Metals, Inc. and its subsidiaries.

Our Business

Overview

We are one of the leading manufacturers of silicon metal and silicon-based alloys. We own eight manufacturing facilities principally in two primary operating segments: Globe Metallurgical, Inc., our U.S. operations; and, Globe Metales, our Argentine operations.

Our principal offices are located at One Penn Plaza, Suite 2514, 250 West 34th Street, New York, NY 10119. Our telephone number there is (212) 798-8122.

Risk Factors

Please read the section entitled Risk Factors for a discussion of the risk factors you should carefully consider before deciding to invest in our common stock.

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The Offering

Issuer	Globe Specialty Metals, Inc.
Common Stock offered by the selling stockholders	A total of up to 58,106,852 shares held by the selling stockholders. The selling stockholders may or may not sell any or all of the shares that have been registered by us.
Common Stock outstanding	74,320,187 shares of common stock. Our outstanding shares exclude: 4,315,000 shares of common stock issuable upon the exercise of stock options outstanding as of September 30, 2009 at a weighted-average exercise price of \$5.12 per share; and 685,000 shares of common stock reserved for future awards under our stock plan.
Use of Proceeds	We will not receive any proceeds from the sale of our common stock by the selling stockholders pursuant to this prospectus.
Risk Factors	Please read Risk Factors beginning on page 3 of this prospectus for a discussion of factors you should carefully consider before deciding to purchase shares of our common stock.
NASDAQ Global Select Market symbol	GSM

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RISK FACTORS

An investment in our common stock involves a high degree of risk. You should consider and read carefully all of the risks and uncertainties described below and in our annual report on Form 10-K and subsequent quarterly report on Form 10-Q, incorporated into this prospectus, together with all of the other information included or incorporated by reference in this prospectus, before deciding to invest in our common stock. If any of the events described in the risk factors actually occur, our business, business prospects, financial condition, results of operations or cash flows could be materially affected. In any such case, the trading price of our common stock could decline, and you could lose all or part of your investment. This prospectus also contains or incorporates by reference forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of specific factors, including the risks described.

Risks Associated with our Business and Industry

For a description of the risks associated with our business and industry please see the section entitled Risk Factors of our Annual Report on Form 10-K for the year ended June 30, 2009 and the section entitled Risk Factors of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.

Risks Related to the Offering

A substantial portion of our total outstanding shares may be sold into the market at any time. This could cause the market price of our common stock to drop significantly, regardless of our financial results.

All of the shares being sold in this offering will be freely tradable without restrictions or further registration under the federal securities laws, unless held by our affiliates as that term is defined in Rule 144 under the Securities Act. Sales of a substantial number of shares of our common stock, or the perception in the market that the holders of a large number of shares intend to sell shares, could reduce the market price of our common stock.

The concentration of our capital stock ownership among our largest stockholders, and their affiliates, will limit your ability to influence corporate matters.

Our four largest stockholders, including our Executive Chairman, together beneficially own approximately 42% of our outstanding common stock. Consequently, these stockholders have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. This concentration of ownership will limit your ability to influence corporate matters, and as a result, actions may be taken that you may not view as beneficial.

Our stock price may be volatile, and purchasers of our common stock could incur substantial losses.

Our stock price may be volatile. The stock market in general has experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of this volatility, you may not be able to sell your common stock at or above the price at which you purchase the shares. The market price for our common stock may be influenced by many factors, including:

the success of competitive products or technologies;

regulatory developments in the United States and foreign countries;

developments or disputes concerning patents or other proprietary rights;

the recruitment or departure of key personnel;

quarterly or annual variations in our financial results or those of companies that are perceived to be similar to us;

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market conditions in the industries in which we compete and issuance of new or changed securities analysts reports or recommendations;

the failure of securities analysts to cover our common stock or changes in financial estimates by analysts;

the inability to meet the financial estimates of analysts who follow our common stock;

investor perception of our company and of the industry in which we compete; and

general economic, political and market conditions.

We do not expect to pay any cash dividends in the foreseeable future.

We intend to retain our future earnings, if any, to fund the development and growth of our business. In addition, the terms of any future debt agreements may preclude us from paying dividends. As a result, capital appreciation, if any, of our common stock may be your sole source of gain for the foreseeable future.

Provisions of our certificate of incorporation and by-laws could discourage potential acquisition proposals and could deter or prevent a change in control.

Some provisions in our certificate of incorporation and by-laws, as well as Delaware statutes, may have the effect of delaying, deferring or preventing a change in control. These provisions, including those providing for the possible issuance of shares of our preferred stock and the right of the Board of Directors to amend the bylaws, may make it more difficult for other persons, without the approval of our Board of Directors, to make a tender offer or otherwise acquire a substantial number of shares of our common stock or to launch other takeover attempts that a stockholder might consider to be in his or her best interest. These provisions could limit the price that some investors might be willing to pay in the future for shares of our common stock.

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DIVIDEND POLICY

At the present time, we intend to retain all of our available earnings generated by operations for the development and growth of the business. The decision to pay dividends is at the discretion of our Board of Directors and depends on our financial condition, results of operations, capital requirements and other factors that our Board of Directors deems relevant.

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USE OF PROCEEDS

We will not receive any proceeds from the sale of our common stock by the selling stockholders pursuant to this prospectus.

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Our common stock is listed on the NASDAQ Global Select Market under the symbol GSM. As of December 21, 2009, we had 74,320,187 shares of common stock outstanding and approximately 114 shareholders of record. The number of record holders does not include holders of shares in street names or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depositories.

The table below provides, for the periods indicated, the high and low sales price per share of our common stock, as quoted on the Nasdaq Global Select Market. Our shares have been traded on the NASDAQ Global Select Market since our initial U.S. public offering on July 30, 2009.

	High	Low
Fiscal Year 2010:		
First Quarter (July 30, 2009 – September 30, 2009)	\$ 9.22	\$ 6.81
Second Quarter (October 1, 2009 – December 18, 2009)	9.75	7.60

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The selling stockholders may from time to time offer and sell pursuant to this prospectus any or all of the shares of common stock set forth below in the column entitled "Shares Being Offered Pursuant to This Prospectus." When we refer to the selling stockholders in this prospectus, we mean those persons listed in the table below, as well as the permitted transferees, pledgees, donees, assignees, successors and others who later come to hold any of the selling stockholders' interests other than through a public sale.

The table below sets forth the name of each selling stockholder and the number of shares of common stock that each selling stockholder may offer pursuant to this prospectus. Except as noted below, with respect to the selling stockholders who commenced the offering of their shares on October 15, 2009, the table below is based on the information provided to us by those selling stockholders through October 5, 2009, and with respect to the selling stockholders who have not commenced the offering of their shares, the table below is based on information provided to us by those selling stockholders through December 21, 2009. Except as noted below, none of the selling stockholders has, or within the past three years has had, any material relationship with us or any of our affiliates.

Based on the information provided to us by the selling stockholders, assuming that the selling stockholders sell all of the shares of common stock beneficially owned by them that have been registered by us and do not acquire any additional shares of common stock, each selling stockholder will not beneficially own any shares of common stock other than the shares of common stock appearing in the column entitled "Shares Beneficially Owned After This Offering." We cannot advise you as to whether the selling stockholders will in fact sell any or all of such shares. In addition, the selling stockholders may have sold, transferred or otherwise disposed of, or may sell, transfer or otherwise dispose of, at any time and from time to time, the shares of common stock after the date on which each selling stockholder actually provided the information set forth in the table below.

Name of Selling Stockholder	Shares Beneficially Owned Before This Offering	Shares Being Offered Pursuant to This Prospectus (Maximum Number That May be Sold)	Shares Beneficially Owned After This Offering	Percentage Beneficially Owned	
				Before Offering	After Offering
Alan Kestenbaum ^{**} (1)	11,135,205	10,760,205	375,000	15%	*
Luxor Capital Group LP(2)	7,005,212	7,005,212		9%	
Plainfield Asset Management LLC(3)	6,914,443	6,914,443		9%	
D.E. Shaw Laminar International, Inc. and affiliates(4)	6,523,453	6,523,453		9%	
FMR LLC(5)	6,032,260	4,948,741	1,083,519	8%	1%
Franklin Mutual Advisers, LLC(6)	3,090,952	3,090,952		4%	
Cartesian Capital Group, LLC(7)	2,746,962	2,746,962		4%	

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Corsair Capital Management(8)	2,364,352	2,364,352		3%	
Samlyn Capital LLC(9)	1,819,647	1,819,647		2%	
Michael Barenholtz(10)	1,660,425	1,660,425		2%	
Steven Major (11)	1,256,067	516,447	739,620	2%	1%
Arch Capital Investors, LP (12)	981,000	981,000		1%	
Perry Corp.(13)	933,776	386,900	546,876	1%	*
Trellus Management Co., LLC(14)	905,000	905,000		1%	
Arden Sims **(15)	785,082	660,082	125,000	1%	*
Tensor Opportunity Equities Ltd.(16)	750,000	750,000		*	
Theodore A. Heilman, Jr. **(17)	740,373	240,373	500,000	*	*
Eastern Advisors Capital (18)	710,725	710,725		*	

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Name of Selling Stockholder	Shares	Shares	Percentage		
	Beneficially	Being Offered Pursuant to This Prospectus (Maximum Number That May be Sold)	Beneficially Owned After This Offering	Beneficially Owned Before Offering	Beneficially Owned After Offering
Super Energy Co. Limited(19)	540,551	540,551		*	
Jonathan Lee(20)	471,452	471,452		*	
Serengeti Asset Management LP(21)	450,000	450,000		*	
Canyon Capital Advisors LP (22)	443,112	443,112		*	
Wasatch Funds(23)	426,585	426,585		*	
Jay Petscheck	365,198	365,198		*	
BNP Paribas(24)	230,564	230,564		*	
U Capital Partners LP(25)	200,390	200,390		*	
Long Ball Partners, LLC(26)	170,104	170,104		*	
Rockwood Group LLC(27)	145,668	145,668		*	
Cetus Capital, LLC(28)	134,010	134,010		*	
Lyrical Partners, L.P.(29)	124,000	124,000		*	
Whitebox Advisors, LLC(30)	89,314	89,314		*	
Sheldon Goldman	78,372	78,372		*	
Birch Run Capital LLC(31)	76,900	76,900		*	
Eric E. Chen	60,000	60,000		*	
U Capital Offshore Investments LP(32)	58,940	58,940		*	
Periscope Partners L.P.(33)	48,495	48,495		*	
SFG Global Fund(34)	40,500	40,500		*	
Schindlers Reg. Treuunternehmen(35)	34,540	34,540		*	
Renstone Investment Limited(36)	33,333	33,333		*	
Kamyar Vaghar Vincent	27,000	27,000		*	
LKES Ltd.(37)	25,236	25,236		*	
Brad Gold	25,000	25,000		*	
Cedarview Capital Management, L.P.(38)	20,400	20,400		*	
Glickenhau & Co.(39)	17,000	17,000		*	
Anson Beard	15,500	15,500		*	
Marlin Perkins **	13,410				