

Chaparral Steel CO
Form 10-12G/A
July 21, 2005

As filed with the Securities and Exchange Commission on July 21, 2005

Registration Statement No. 000-51307

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 5

to

Form 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

Chaparral Steel Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

300 Ward Road

Midlothian, Texas

20-2373478
(I.R.S. Employer

Identification No.)

76065

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(Address of registrant's principal executive offices)

(Zip Code)

(972) 775-8241

(Registrant's telephone number including area code)

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

None

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

Common Stock, \$0.01 par value

Preferred Stock Purchase Rights

CHAPARRAL STEEL COMPANY
INFORMATION REQUIRED IN INFORMATION STATEMENT

Our Information Statement is 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.

<u>Item No.</u>	<u>Caption</u>	<u>Location in Information Statement</u>
1.	Business	Summary ; Risk Factors ; The Spin-Off ; Management s Discussion and Analysis of Financial Condition and Results of Operations ; Business ; Arrangements between TXI and Chaparral Steel Company ; and Where You Can Find More Information
2.	Financial Information	Summary ; Capitalization ; Selected Consolidated Financial and Other Data ; Unaudited Pro Forma Consolidated Condensed Financial Information ; Management s Discussion and Analysis of Financial Condition and Results of Operations ; and Index to Financial Statements
3.	Properties	Business Our Plants and Products
4.	Security Ownership of Certain Beneficial Owners and Management	Beneficial Ownership of Our Common Stock
5.	Directors and Executive Officers	Management
6.	Executive Compensation	Arrangements between TXI and Chaparral Steel Company and Management
7.	Certain Relationships and Related Transactions	Arrangements between TXI and Chaparral Steel Company ; and Certain Relationships and Related Transactions
8.	Legal Proceedings	Business Legal Proceedings
9.	Market Price of and Dividends on the Registrant s Common Equity and Related Stockholder Matters	Summary ; The Spin-Off ; Dividend Policy ; and Description of Capital Stock
10.	Recent Sales of Unregistered Securities	Not Applicable
11.	Description of Registrant s Securities to be Registered	Description of Capital Stock
12.	Indemnification of Directors and Officers	Indemnification of Officers and Directors
13.	Financial Statements and Supplementary Data	Summary ; Selected Consolidated Financial and Other Data ; Unaudited Pro Forma Consolidated Condensed Financial Information ; Management s Discussion and Analysis of Financial Condition and Results of Operations ; and Index to Financial Statements
14.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	Not Applicable
15.	Financial Statements and Exhibits	Index to Financial Statements and Exhibit Index

Exhibit Index

Exhibit

Number	Description
*3.1	Amended and Restated Certificate of Incorporation of Chaparral Steel Company, a Delaware corporation
*3.2	Bylaws of Chaparral Steel Company, a Delaware corporation
4.1	Rights Agreement between Chaparral Steel Company and Trustee (filed as Exhibits 4.1 to Registrant's Current Report on Form 8-K dated July 21, 2005 and incorporated herein by reference)
*10.1	Separation and Distribution Agreement between Chaparral Steel Company and Texas Industries, Inc.
*10.2	Tax Sharing and Indemnification Agreement between Chaparral Steel Company and Texas Industries, Inc.
10.3	Chaparral Steel Company Amended and Restated 2005 Omnibus Equity Compensation Plan
*10.4	Credit agreement dated as of June 16, 2005 among Registrant and various lenders
*21.1	Subsidiaries of the Registrant
99.1	Information Statement dated July 21, 2005

* Previously filed.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 5 to Form 10 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CHAPARRAL STEEL COMPANY

(Registrant)

Date: July 21, 2005

By */s/* TOMMY A. VALENTA
Tommy A. Valenta

President and Chief Executive Officer