

CASTLE A M & CO  
Form 8-K  
May 14, 2012

---

---

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

FORM  
8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report: May 10, 2012  
(Date of earliest event reported)

A. M. CASTLE & CO.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Maryland<br>(State or other jurisdiction of<br>incorporation) | 1-5415<br>(Commission File<br>Number) | 36-0879160<br>(IRS Employer Identification<br>No.) |
|---|---------------------------------------|--|

1420 Kensington Road, Suite 220  
Oak Brook, IL 60523  
(Address of principal executive offices)

Registrant's telephone number including area code: (847) 455-7111

Not Applicable  
(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of

Edgar Filing: CASTLE A M & CO - Form 8-K

the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13 e-4(c) under the Exchange Act (17 CFR 240.13 e-4(c))
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements Of Certain Officers.

(b) On May 10, 2012, Michael Goldberg's tenure as President and Chief Executive Officer of A. M. Castle & Co. (the "Company") terminated, effective immediately. He also resigned from the Board of Directors of the Company. Mr. Goldberg will remain an employee through May 31, 2012 to support the leadership transition.

(c) The Board of Directors of the Company elected Scott F. Stephens to serve as interim Chief Executive Officer, effective as of May 10, 2012. Mr. Stephens has served as Vice President, Chief Financial Officer and Treasurer of the Company since July 2008 and will continue in this role. Formerly, he served as the CFO of Lawson Products, Inc. (a distributor of services, systems and products to the MRO and OEM marketplace) since 2004, and CFO of the Wormser Company from 2001 to 2004.

In recognition of Mr. Stephens' assumption of the interim CEO role and expanded responsibilities, his compensation program was adjusted to include a base salary level for 2012 of \$400,000, a cash bonus of \$50,000, a short term incentive compensation target for 2012 and 2013 of 100% of annual base salary, a retention award of \$100,000 payable in cash upon continued employment through June 1, 2013 and \$100,000 in restricted stock that would vest on December 31, 2014.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | A. M. Castle & Co. Press Release, dated May 10, 2012. |

#### Cautionary Statement on Risks Associated with Forward Looking Statements

Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the Company assumes no obligation to update the information included in this report. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as "believe," "expect," "anticipate," "intend," "predict," "plan," or similar expressions. These statements are not guarantees of performance or results, and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements, including those risk factors identified in Item 1A "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except for our ongoing obligations to disclose material

information as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.

-2-

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A. M. CASTLE & CO.

May 14, 2012

By: /s/ Robert J. Perna  
Robert J. Perna  
Vice President, General Counsel  
& Secretary

EXHIBIT INDEX

| Exhibit No. | Description  | Page<br>Number |
|-------------|--|----------------|
| 99.1        | A. M. Castle & Co. Press Release, dated May 11, 2012 | EX-1-          |