

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

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Huttig Building Products, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

43-0334550
(IRS Employer
Identification No.)

555 Maryville University Drive
Suite 400
St. Louis, Missouri 63141
(314) 216-2600

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

Huttig Building Products, Inc.
2005 Nonemployee Directors' Restricted Stock Plan
(Fourth Amendment and Restatement Effective April 23, 2019)
(Full title of the Plan)

Philip W. Keipp
Vice President and Chief Financial Officer
Huttig Building Products, Inc.
555 Maryville University Drive
Suite 400
St. Louis, Missouri 63141
(314) 216-2600

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

Copy to:

Michele C. Kloeppel, Esq.
Thompson Coburn LLP
One US Bank Plaza
Suite 3500
St. Louis, Missouri 63101
Phone: (314) 552-6000
Fax: (314) 552-7000

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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- Large accelerated filer
 Non-accelerated filer
 Accelerated filer
 Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, Par Value \$0.01	500,000	\$2.6425	\$1,321,250	\$160.14

- (1) Pursuant to Rule 416(a) and (c) under the Securities Act of 1933, as amended, this registration statement on Form S-8 also covers such additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of Huttig Building Products, Inc., as may become issuable pursuant to the anti-dilution provisions of the 2005 Nonemployee Directors' Restricted Stock Plan, as amended from time to time.
- (2) Estimated solely for the purposes of computing the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sale prices of the Common Stock as reported on the Nasdaq Capital Market on April 25, 2019.

PART II
INFORMATION REQUIRED IN
THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by Huttig Building Products, Inc. (the "Company") to register five hundred thousand (500,000) additional shares (the "Additional Shares") of the Company's common stock, par value \$0.01 per share ("Common Stock") issuable under the Company's 2005 Nonemployee Directors' Restricted Stock Plan, as amended from time to time (the "Directors Plan"). The Additional Shares are being registered in addition to the Common Stock previously registered for issuance under the Directors Plan by a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on January 18, 2006, Registration File No. 333-131090, a Registration Statement on Form S-8 filed with the SEC on January 26, 2010, Registration File No. 333-164518 and a Registration Statement on Form S-8 filed with the SEC on February 21, 2012, Registration File No. 333-179596 (the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement.

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the Company with the SEC are incorporated herein by reference:

- (i) The Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed March 5, 2019;
- (ii) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, filed April 30, 2019;
- (iii) The Company's Current Reports on Form 8-K (specifically excluding the information furnished under Items 2.02 and 7.01 and any exhibits furnished thereto), filed January 4, 2019, March 5, 2019, April 24, 2019 and April 30, 2019;
- (iv) The description of the Common Stock set forth in the Company's Registration Statement on Form 8-A filed December 4, 2013, pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description; and
- (v) The description of the Company's Preferred Stock Purchase Rights set forth in the Company's Registration Statement on Form 8-A filed May 20, 2016, pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be made a part hereof from the date of filing of such documents. Any statements contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently filed document incorporated herein by reference modifies or supersedes such document. Any statement 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.

The following Exhibits are filed as part of this Registration Statement:

Exhibit Number	Exhibit
3.1	<u>Second Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on May 2, 2017)</u>
3.2	<u>Amended and Restated Bylaws of the Company as amended as of September 26, 2007 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 28, 2007)</u>
3.3	<u>Certificate of Designations of Series A Junior Participating Preferred Stock of the Company (incorporated herein by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999)</u>
3.4	<u>Amended and Restated Certificate of Designation of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of Delaware on May 18, 2016 (incorporated herein by reference to Exhibit 3.01 to the Company's Current Report on Form 8-K filed on May 20, 2016)</u>
4.1	<u>Rights Agreement, dated as of May 18, 2016, by and between Huttig Building Products, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated herein by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed on May 20, 2016)</u>
4.2	<u>2005 Nonemployee Directors' Restricted Stock Plan (Fourth Amendment and Restatement Effective April 23, 2019) (incorporated herein by reference to Attachment A to the Company's Definitive Proxy Statement on Schedule 14A filed on March 12, 2019)</u>
5.1*	<u>Opinion of Thompson Coburn LLP</u>
23.1*	<u>Consent of KPMG LLP</u>
23.2	<u>Consent of Thompson Coburn LLP (included in the opinion filed as Exhibit 5.1 to this Registration Statement)</u>
24.1	<u>Power of Attorney (included on the signature page hereof)</u>

*Filed herewith.

May 1, 2019

Huttig Building Products, Inc.
555 Maryville University Drive
Suite 400
St. Louis, Missouri 63141

Re: Registration Statement on Form S-8 for an additional five hundred thousand (500,000) shares of Huttig Building Products, Inc. common stock, par value \$0.01 per share, for issuance under the Huttig Building Products, Inc. 2005 Nonemployee Directors' Restricted Stock Plan, as amended from time to time.

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Huttig Building Products, Inc., a Delaware corporation (the "Company"), on May 1, 2019, with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, relating to the proposed issuance by the Company of up to an additional five hundred thousand (500,000) shares (the "Additional Shares") of the Company's common stock, par value \$0.01 per share, pursuant to the Huttig Building Products, Inc. 2005 Nonemployee Directors' Restricted Stock Plan, as amended from time to time (the "Plan"), we have examined such corporate records of the Company, such laws and such other information as we have deemed relevant, including the Company's Second Amended and Restated Certificate of Incorporation and amendments thereto, its Amended and Restated By-Laws and statements we have received from officers and representatives of the Company. In delivering this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the correctness of statements submitted to us by officers and representatives of the Company.

Based solely on the foregoing, we are of the opinion that the Additional Shares to be issued by the Company pursuant to the Plan have been duly authorized and, when issued by the Company in accordance with the Plan, will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Thompson Coburn LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Huttig Building Products, Inc.:

We consent to the use of our report dated March 5, 2019 with respect to the consolidated balance sheets of Huttig Building Products, Inc. and subsidiary as of December 31, 2018 and 2017, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the effectiveness of internal control over financial reporting as of December 31, 2018 incorporated by reference herein.

/s/ KPMG LLP

St. Louis, Missouri
May 1, 2019