

CALGON CARBON CORPORATION
Form S-3ASR
May 07, 2013
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As filed with the Securities and Exchange Commission on May 7, 2013

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Form S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CALGON CARBON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-0530110
(I. R. S. Employer
Identification No.)

P.O. Box 717
Pittsburgh, PA 15230-0717

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(412) 787-6700

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

Richard D. Rose

Senior Vice President, General Counsel and Secretary

Calgon Carbon Corporation

P.O. Box 717

Pittsburgh, PA 15230-0717

(412) 787-6700

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

Copies to:

Brian S. Novosel

Buchanan Ingersoll & Rooney PC

One Oxford Centre, 20th Floor

301 Grant Street

Pittsburgh, PA 15219

(412) 562-8800

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

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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.

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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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE (1)

Title of Each Class of Securities to be Registered*	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Debt Securities				
Warrants				
Common Stock, \$0.01 par value (including associated preferred stock purchase rights)				
Preferred Stock, \$0.01 par value				
Purchase Contracts				
Units				
Depository Shares				

* Additional securities (including securities to be issued by additional registrants) may be added by automatically effective post-effective amendments pursuant to Rule 413.

(1) An unspecified amount of securities of each identified class of securities to be registered is being registered for possible issuance from time to time at indeterminate prices pursuant to this registration statement. The registrant is deferring payment of the registration fee pursuant to Rule 456(b) and is omitting this information in reliance on Rule 456(b) and Rule 457(r).

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PROSPECTUS

Calgon Carbon Corporation

Common Stock, Preferred Stock, Debt Securities, Warrants, Purchase Contracts, Units and Depository Shares

We may offer from time to time common stock, preferred stock, debt securities, warrants, purchase contracts, units or depository shares. We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers on a continuous or delayed basis. In addition, certain selling securityholders to be identified in a prospectus supplement may offer and sell these securities from time to time, in amounts, at prices and on terms that will be determined at the time the securities are offered. We urge you to read this prospectus and any accompanying prospectus supplement (together with the documents we incorporate by reference), which will describe the specific terms of these securities, carefully before you make your investment decision.

Our common stock is listed on the New York Stock Exchange under the trading symbol CCC.

Investing in these securities involves certain risks. See Risk Factors on page 2 of this prospectus and in the other documents which are incorporated by reference herein.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement.

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 May 7, 2013.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf process, we may sell any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with additional information described under the heading **Where You Can Find More Information**.

We have filed or incorporated by reference exhibits to the registration statement of which this prospectus forms a part. You should read the exhibits carefully for provisions that may be important to you.

Except as otherwise specifically noted, we, our, us and similar words and/or CCC or the Company in this prospectus refer to Calgon Carbon Corporation.

CALGON CARBON CORPORATION

Calgon Carbon Corporation is a global leader in the manufacture, reactivation, and application of activated carbon, ballast water treatment (BWT), ultraviolet (UV) light disinfection, and advanced ion-exchange technologies. These technologies are applied by customers around the world to the treatment of drinking water, wastewater, ballast water, air emissions, and a variety of industrial and commercial manufacturing processes.

The Company offers a diverse range of products, services, and equipment specifically developed for the purification, separation, and concentration of liquids, gases, and other media through its three business segments: Activated Carbon and Service, Equipment, and Consumer. Each reportable segment is a global profit center that makes and sells a diverse range of products, services, and equipment specifically developed for the purification, separation and concentration of liquids, gases and other media. The Activated Carbon and Service segment manufactures and markets granular and powdered activated carbon for use in more than 700 distinct market applications that remove organic compounds from water, air, and other liquids and gases. The Service aspect of this segment consists of carbon reactivation and the leasing, monitoring and maintenance of carbon adsorption equipment (explained below). The Equipment segment provides solutions to customers' air and water purification problems through the design, fabrication, installation and sale of equipment systems that utilize a combination of the Company's enabling technologies: carbon adsorption, UV light, BWT, and advanced ion-exchange technologies. The Consumer segment supplies activated carbon cloth for use in military, industrial, and medical applications.

For a further discussion of our business, we urge you to read our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See **Where You Can Find More Information**.

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The Company was organized as a Delaware corporation in 1967. The principal executive office of Calgon Carbon Corporation is located at P.O. Box 717, Pittsburgh, PA 15230-0717, and the telephone number at that address is (412) 787-6700. Our website is located at www.calgoncarbon.com. The information on our website is not part of this prospectus.

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RISK FACTORS

Our business is subject to uncertainties and risks. Before you decide to invest in our securities, you should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our most recent Annual Report on Form 10-K, as updated by our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings we make with the SEC, and the risk factors contained under the **Risk Factors** heading in any applicable prospectus supplement. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

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FORWARD-LOOKING INFORMATION

This prospectus contains historical information and forward-looking statements. Forward-looking statements typically contain words such as expect, believes, estimates, anticipates, or similar words indicating that future outcomes are uncertain. Statements looking forward in time, including statements regarding future growth and profitability, price increases, cost savings, broader product lines, enhanced competitive posture and acquisitions, are included in this prospectus pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks and uncertainties that may cause our actual results in future periods to be materially different from any future performance suggested herein. Further, we operate in an industry sector where securities values may be volatile and may be influenced by economic and other factors beyond our control. Some of the factors that could affect our future performance are changes in, or delays in the implementation of, regulations that cause a market for our products, acquisitions, higher energy and raw material costs, costs of imports and related tariffs, labor relations, capital and environmental requirements, changes in foreign currency exchange rates, borrowing restrictions, validity of patents and other intellectual property, and pension costs. In the context of the forward-looking information provided in this prospectus, please refer to the discussions of risk factors and other information detailed in, as well as the other information contained in this prospectus. Any forward-looking statement speaks only as of the date on which such statement is made and we do not intend to correct or update any forward-looking statements, whether as a result of new information, future events or otherwise, unless required to do so by the Federal securities laws of the United States.

In reviewing any agreements incorporated by reference in this prospectus, please remember they are included to provide you with information regarding the terms of such agreement and are not intended to provide any other factual or disclosure information about us. The agreements may contain representations and warranties by us, which should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties should those statements prove to be inaccurate. The representations and warranties were made only as of the date of the relevant agreement or such other date or dates as may be specified in such agreement and are subject to more recent developments. The agreements may also contain covenants in which we agree to take or agree to refrain from taking specified actions, which should not in all instances be treated as categorical promises to take or refrain from taking specified actions. Accordingly, these representations and warranties alone may not describe the actual state of affairs as of the date they were made or at any other time nor may the covenants alone describe actions which we plan to take or refrain from taking.

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Unless otherwise indicated in a prospectus supplement, the net proceeds from the sale of the securities will be used for general corporate purposes, including working capital, acquisitions, repayment of indebtedness and other business opportunities. In the case of a sale by a selling securityholder, we will not receive any of the proceeds from such sale.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated.

	Twelve Months Ended December 31,				
	2012	2011	2010	2009	2008
Earnings:					
Income from continuing operations before income tax provision and equity in income of equity investments	\$ 37,336	\$ 56,390	\$ 47,898	\$ 49,618	\$ 41,998
Fixed charges, as shown below	742	972	381	632	6,405
Capitalized Interest	(662)	(972)	(352)	(346)	(381)
Equity in income of investees			112	1,295	854
Adjusted Earnings	\$ 37,416	\$ 56,390	\$ 48,039	\$ 51,199	\$ 48,876
Fixed charges:					
Interest expense on indebtedness	\$ 80	\$ 29	\$ 286	\$ 6,024	
Capitalized interest	662	972	352	346	381
Total Fixed Charges	\$ 742	\$ 972	\$ 381	\$ 632	\$ 6,405
Ratio of Earnings to Fixed Charges	50.42588	58.0144	126.087	81.01108	7.63091

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DESCRIPTION OF SECURITIES

This prospectus contains a summary of the securities that CCC or certain selling securityholders to be identified in a prospectus supplement may sell. These summaries are not meant to be a complete description of each security. However, this prospectus and any accompanying prospectus supplement contain the material terms of the securities being offered.

DESCRIPTION OF CAPITAL STOCK

The following summary of the terms of our capital stock is not meant to be complete and is qualified by reference to the relevant provisions of the laws of the state of Delaware and our Restated Certificate of Incorporation (Certificate of Incorporation) and bylaws. Copies of our Restated Certificate of Incorporation and bylaws are incorporated herein by reference and will be sent to you at no charge upon request. See Where You Can Find More Information below.

General

Our Certificate of Incorporation authorizes the issuance of a total of 100,000,000 shares of common stock, having one vote per share, and Class A stock, having ten votes per share (collectively, the Common Shares) and 5,000,000 shares of Preferred Stock (Preferred Stock). The Common Shares and Preferred Stock each have a par value of \$.01 per share. Subject to the maximum number of authorized shares, the number of shares of authorized common stock and Class A stock shall be as established from time to time by our Board of Directors in its discretion. Without a separate class vote of the holders of common stock approving the same, we may not issue additional shares of Class A stock if the number of shares of Class A stock which would be outstanding immediately after such issuance