

Core-Mark Holding Company, Inc.  
Form S-8  
December 01, 2005

As filed with the Securities and Exchange Commission on December 1, 2005

Registration No. 333-\_\_\_\_\_

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

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CORE-MARK HOLDING COMPANY, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-1489747**  
(I.R.S. Employer  
Identification No.)

**395 Oyster Point Boulevard, Suite 415**  
**South San Francisco, California 94080**  
**(650) 589-9445**

(Address, Including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

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**2004 LONG-TERM INCENTIVE PLAN**

**2005 LONG-TERM INCENTIVE PLAN**

**2004 DIRECTORS EQUITY INCENTIVE PLAN**

**2005 DIRECTORS EQUITY INCENTIVE PLAN**

(Full Title of Plans)

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**J. Michael Walsh**

**Chief Executive Officer**

**Core-Mark Holding Company, Inc.**

**395 Oyster Point Boulevard, Suite 415**

**South San Francisco, California 94080**

**(650) 589-9445**

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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*Copies to:*

**Richard S. Millard Esq.**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood Shores, CA 94065**

**(650) 802-3000**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to be Registered</b>	<b>Amount</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	<b>Amount of Registration Fee</b>
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	to be Registered (1)	Offering Price Per Share	Aggregate Offering Price	
Common Stock, par value \$0.01 per share outstanding under 2004 Long Term Incentive Plan	1,314,444 shares	\$ 18.56(2)	\$ 24,396,181(2)	\$ 2,610(2)
Common Stock, par value \$0.01 per share outstanding under 2005 Long Term Incentive Plan	1,500,000 shares(3)	\$ 30.95(4)	\$ 46,425,000(4)	\$ 4,967(4)
Common Stock, par value \$0.01 per share outstanding under 2004 Directors Equity Incentive Plan	30,000 shares	\$ 15.50(5)	\$ 465,000	\$ 50
Common Stock, par value \$0.01 per share outstanding under 2005 Directors Equity Incentive Plan	15,000 shares	\$ 27.03(6)	\$ 405,450	\$ 43

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- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, (the Securities Act) this Registration Statement shall also cover any additional shares of the Registrant's Common Stock which become issuable under the plans by reason of a stock dividend, stock split, recapitalization or other similar transaction.
  - (2) The computation of the proposed offering price per share is computed in accordance with Rule 457(h) and (c) of the Securities Act, based upon (i) the weighted average exercise price of \$15.50 as to 1,054,101 outstanding but unexercised options to purchase common stock under the 2004 Long Term Incentive Plan and (ii) \$30.95 with respect to the restricted stock, restricted stock units and Common Stock reserved for future grants under the 2004 Long Term Incentive Plan which represents the average of the bid and asked price of the Company's Common Stock traded on the Pink Sheets on November 30, 2005. The offering price is estimated solely for the purpose of calculating the registration fee.
  - (3) The number of shares of the Company's Common Stock issuable under the 2005 Long Term Incentive Plan is subject to a potential reduction equal to the difference between (i) 1,500,000 shares and (ii) the number of shares obtained by dividing \$5,516,502 by the average closing price of the Company's Common Stock as quoted on the NASDAQ National Market during the initial eleventh through twentieth trading days of the Company's Common Stock on the NASDAQ National Market.
  - (4) With respect to the Common Stock reserved for future grants under 2005 Long Term Incentive Plan, the proposed offering price per share is estimated in accordance with Rule 457(h) and (c) based on the average of the bid and asked price of the Company's Common Stock traded on the Pink Sheets on November 30, 2005. The offering price is estimated solely for the purpose of calculating the registration fee.
  - (5) The computation of the proposed offering price per share is computed in accordance with Rule 457(h) of the Securities Act, based upon the weighted average exercise price of \$15.50 as to 30,000 outstanding but unexercised options to purchase common stock under the 2004 Directors Equity Incentive Plan. The offering price is estimated solely for the purpose of calculating the registration fee.
  - (6) The computation of the proposed offering price per share is computed in accordance with Rule 457(h) of the Securities Act, based upon the weighted average exercise price of \$27.03 as to 15,000 outstanding but unexercised options to purchase common stock under the 2005 Directors Equity Incentive Plan. The offering price is estimated solely for the purpose of calculating the registration fee.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The documents containing the information required by Part I of Form S-8 will be sent or given to plan participants as specified by Rule 428(b)(1) of the Securities Act of 1993, as amended, (the Securities Act ). Such documents are not required to be and are not filed with the Securities and Exchange Commission (the Commission ) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**Item 2. Registrant Information and Employee Plan Annual Information.**

We will provide without charge, upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) Prospectus). We will also provide, without charge, upon written or oral request, other documents required to be delivered to eligible employees pursuant to Rule 428(b) or additional information about the 2004 Long Term Incentive Plan, 2005 Long Term Incentive Plan, the 2004 Directors Equity Incentive Plan and the 2005 Directors Equity Incentive Plan (the Plans ) and the Plans administrators. If you would like any of those documents or information, please contact:

Core-Mark Holding Company, Inc.

Investor Relations

395 Oyster Point Boulevard, Suite 415

South San Francisco, California 94080

(650) 589-9445

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

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The following documents filed with the Commission by Core-Mark Holding Company, Inc. (the Registrant ) are incorporated herein by reference:

(i) The Registrant's Form 10 Registration Statement, filed on September 6, 2005, as amended by Amendment No. 1 filed on October, 21, 2005, as amended by Amendment No. 2 filed on November 7, 2005, pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) containing audited financial statements for the Registrant's latest fiscal year are hereby incorporated by reference into this Registration Statement. A description of the Registrant's Common Stock which is contained in the Form 10, including any amendment or reports filed for the purpose of updating such description, is hereby incorporated by reference into this Registration Statement.

(ii) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) furnished to the commission shall not be incorporated by reference into this Registration Statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supercedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Copies of these documents are not required to be filed with this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

We have adopted provisions in our certificate of incorporation that limit the liability of our directors for monetary damages for breach of their fiduciary duty as directors, except for liability that cannot be eliminated under the Delaware General Corporation Law. Delaware law provides that directors of a company will not be personally liable for monetary damages for breach of their fiduciary duty as directors, except for liabilities: for any breach of their duty of loyalty to us or our stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for unlawful payment of dividend or unlawful stock repurchase or redemption as provided under Section 174 of the Delaware General Corporation Law; or for any transaction from which the director derived an improper personal benefit.

Our certificate of incorporation and bylaws also provide that we will indemnify our directors and officers to the fullest extent permitted by Delaware law. Our bylaws also permit us to purchase insurance on behalf of any officer, director, employee or other agent for any liability arising out of his actions as our officer, director, employee or agent. We have entered into separate indemnification agreements with our directors and executive officers that could require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. We believe that the limitation of liability provision in our certificate of incorporation and the indemnification agreements will facilitate our ability to continue to attract and retain qualified individuals to serve as directors and officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

- 3.1\* Certificate of Incorporation of Core-Mark Holding Company, Inc.
- 3.2\* Amended and Restated Bylaws of Core-Mark Holding Company, Inc.

II-2

- 4.1\* Form of Class 6(B) Warrant
- 5.1 Opinion of Weil, Gotshal & Manges (filed herewith)
- 23.1 Consent of PricewaterhouseCoopers LLP (filed herewith).
- 23.2 Consent of Burr, Pilger & Mayer LLP (filed herewith)
- 23.3 Consent of Weil, Gotshal & Manges LLP (included in its opinion which appears as Exhibit 5 to this Registration Statement).
- 24.1 Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).
- 99.1\* 2004 Long-Term Incentive Plan
- 99.2\* 2004 Directors Equity Incentive Plan
- 99.3\* 2005 Long-Term Incentive Plan
- 99.4\* 2005 Directors Equity Incentive Plan

\* Incorporated by reference to the Registrant's Registration Statement on Form 10, as amended (File No. 000-51515)

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective

amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of South San Francisco, State of California, on this 1st day of December, 2005.

CORE-MARK HOLDING COMPANY, INC.

By:  /s/ J. MICHAEL WALSH

Name: J. Michael Walsh  
 Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of J. Michael Walsh or James E. Wall, or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, in connection with the Registrant's Registration Statement on Form S-8 under the Securities Act of 1933, including to sign the Registration Statement and any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully, to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ J. MICHAEL WALSH</u>	President, Chief Executive	December 1, 2005
J. Michael Walsh	Officer and Director (Principal Executive Officer)	
<u> /s/ JAMES E. WALL</u>	Senior Vice President,	December 1, 2005
James E. Wall	Treasurer and Chief Financial Officer (Principal Financial Officer)	
<u> /s/ GREGORY P. ANTHOLZNER</u>	Vice President - Finance and Control	December 1, 2005
Gregory P. Antholzner	(Principal Accounting Officer)	

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/s/ ROBERT ALLEN

Director

December 1, 2005

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Robert Allen

II-5

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ STUART W. BOOTH _____ Stuart W. Booth	Director	December 1, 2005
/s/ GARY F. COLTER _____ Gary F. Colter	Director	December 1, 2005
/s/ L. WILLIAM KRAUSE _____ L. William Krause	Director	December 1, 2005
/s/ HARVEY L. TEPNER _____ Harvey L. Tepner	Director	December 1, 2005
/s/ RANDOLPH I. THORNTON _____ Randolph I. Thornton	Director; Chairman of the Board	December 1, 2005

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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3.2*	Amended and Restated Bylaws of Core-Mark Holding Company, Inc.
4.1*	Form of Class 6(B) Warrant
5.1	Opinion of Weil, Gotshal & Manges (filed herewith)
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Burr, Pilger & Mayer LLP (filed herewith)
23.3	Consent of Weil, Gotshal & Manges LLP (included in its opinion which appears as Exhibit 5 to this Registration Statement).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).
99.1*	2004 Long-Term Incentive Plan
99.2*	2004 Directors Equity Incentive Plan
99.3*	2005 Long-Term Incentive Plan
99.4*	2005 Directors Equity Incentive Plan

\* Incorporated by reference to the Registrant's Registration Statement on Form 10, as amended (File No. 000-51515)