

INDUSTRIAL DISTRIBUTION GROUP INC

Form S-8

May 15, 2007

As filed with the Securities and Exchange Commission on May 15, 2007.

File No. 333-_____

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

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

INDUSTRIAL DISTRIBUTION GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

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

58-2299339
*(I.R.S. Employer
Identification No.)*

**950 E. Paces Ferry Road
Suite 1575
Atlanta, Georgia 30326**
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

**INDUSTRIAL DISTRIBUTION GROUP, INC.
MANAGEMENT INCENTIVE PROGRAM**
(Full Title of the Plan)

Copies to:

Jack P. Healey
Executive Vice President, Chief Financial Officer
and
Corporate Secretary
Industrial Distribution Group, Inc.
950 E. Paces Ferry Road
Suite 1575
Atlanta, Georgia 30326
(404) 949-2100

*(Name, Address, and Telephone Number,
Including Area Code, of Agent for Service)*

W. Randy Eaddy, Esq.
Kilpatrick Stockton LLP
1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4530
(404) 815-6500

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|---------------------------------------|--|--|---------------------------------------|
| Common Stock, \$0.01 par value | 200,000 | \$11.39(2) | \$2,278,000.00(2) | \$69.94 |

(1) This Registration Statement also covers (i) such indeterminate number of additional shares of Common Stock as may be issued to prevent dilution in the event of a stock dividend, stock split or other similar transactions

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pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act) and (ii) Common Stock purchase rights under the Company s Rights Agreement.

- (2) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rule 457(h) of the Securities Act, based upon the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Market on May 8, 2007, which was \$11.39.
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Industrial Distribution Group, Inc. (the Company) files this Registration Statement on Form S-8 to reflect an amendment to the Company Management Incentive Program (the Plan) that increases the number of shares of Common Stock, par value \$0.01 (the Common Stock) authorized under the Plan. The shares authorized under the Plan have been increased by 200,000, from 250,000 to 450,000. The 250,000 shares of Common Stock previously authorized under the Plan are covered by a Registration Statement on Form S-8 (Registration No. 333-78005), the contents of which are incorporated herein by reference.

ITEM 8. EXHIBITS

The following exhibits are included with this Registration Statement:

| Exhibit Number | Description |
|----------------|--|
| 4(a) | Industrial Distribution Group, Inc. Management Incentive Program (filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K, File No. 001-13195, filed with the Securities and Exchange Commission on March 31, 1999 and incorporated herein by reference). |
| 4(b) | First Amendment to the Industrial Distribution Group, Inc. Management Incentive Program. |
| 5 | Opinion and Consent of Kilpatrick Stockton LLP, counsel to the Registrant. |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm. |
| 24 | Power of Attorney. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Atlanta, State of Georgia, on this 15th day of May, 2007.

**INDUSTRIAL DISTRIBUTION
GROUP, INC.**

By: /s/ Charles A. Lingenfelter

Charles A. Lingenfelter
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 15, 2007.

| | |
|-----------------------------|--|
| /s/ Charles A. Lingenfelter | President, Chief Executive Officer, and Director (Principal Executive Officer) |
| Charles A. Lingenfelter | |
| /s/ Jack P. Healey | Executive Vice President, Chief Financial Officer and Corporate Secretary (Principal Financial and Accounting Officer) |
| Jack P. Healey | |
| * | Director |
| David K. Barth | |
| * | Director |
| William R. Fenoglio | |
| * | Director |
| William T. Parr | |
| * | Director |
| Ajita G. Rajendra | |
| * | Director |
| George L. Sachs, Jr. | |
| * | Director |
| Richard M. Seigel | |

* /s/ Jack P. Healey

By:

Jack P. Healey
as Attorney-in-fact pursuant to
Power of
Attorney filed herewith

**EXHIBIT INDEX
TO
REGISTRATION STATEMENT ON FORM S-8**

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