

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

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### FILER

#### GENERAL STEEL HOLDINGS INC

CIK: **1239188** | IRS No.: **412079252** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **S-3/A** | Act: **33** | File No.: **333-156730** | Film No.: **09544048**  
SIC: **3310** Steel works, blast furnaces & rolling & finishing mills

Mailing Address  
10TH FLOOR, NO. 3 NAN LI  
SHI ROAD A  
HAITONG BUILDING,  
XICHENG DISTRICT  
BEIJING F4 XXXXX

Business Address  
10TH FLOOR, NO. 3 NAN LI  
SHI ROAD A  
HAITONG BUILDING,  
XICHENG DISTRICT  
BEIJING F4 XXXXX  
(702) 866-2500

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

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**AMENDMENT NO. 2 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**GENERAL STEEL HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

<u>NEVADA</u> (State or other jurisdiction of incorporation or organization)	<u>3310</u> Primary Standard Industrial Classification Code Number)	<u>412079252</u> (I.R.S. Employer Identification No.)
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Kuntai International Mansion Building, Suite 2315  
Yi No. 12 Chaoyangmenwai Avenue, Chaoyang District, Beijing 100020

Tel. +86(10) 58797346

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

*Agent for Service:*  
InCorp Services Inc.  
375 N. Stephanie Street  
Suite 1411  
Henderson, NV 89014-8909  
Tel: (702) 866-2500

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

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

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

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.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee (2)</b>
Common Stock, par value \$0.001 per share	\$60,000,000	\$2,358

- (1) The proposed maximum aggregate offering price per security will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder. At no time will the aggregate maximum offering price of all securities issued in any given 12-month period exceed the amount allowed for in General Instruction I.B.6.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act.
- (3) Subject to note 4 below, there is being registered hereunder an indeterminable number of shares of common stock of the registrant as may be sold from time to time by the registrant. Pursuant to Rule 416 under the Securities Act, the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable from time to time with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (4) In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$60,000,000.

**THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.**

## EXPLANATORY NOTE

General Steel Holdings, Inc. (the "Company") is filing this Amendment No. 2 to Form S-3 (this "Amendment") to amend the Company's Form S-3 filed with the Securities and Exchange Commission on January 15, 2009 (the "Original S-3"). The purpose of this Amendment is to provide the Part II of the Original S-3 and conforming signatures which are missing on the signature page of the Original S-3.

This Amendment is limited in scope to the portions of the Form S-3 set forth above and does not amend, update, or change any other items or disclosures contained in the Form S-3. Accordingly, all other items that remain unaffected are omitted in this filing. None of the amendments to the Form S-3 reflected in this amended Form S-3 resulted in a change to or restatement of the financial statements or other financial information included in the Form S-3.

This amended Form S-3 continues to speak as of the date of its original filing and we have not updated any disclosure to reflect any events that occurred at any subsequent date. This filing of this amended Form S-3 shall be not deemed an admission that the Original Form S-3, when made, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement therein not misleading.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 14. Other Expenses of Issuance and Distribution.

The following table provides the various expenses payable by us in connection with the issuance and distribution of the shares being registered. All amounts shown are estimates except the SEC registration fee.

Securities and Exchange Commission registration fee	393
Printing and engraving expenses	4,000
Accounting fees and expenses	10,000
Legal fees and expenses	45,000
Miscellaneous	<u>5,000</u>
Total	<u><u>64,393</u></u>

#### Item 15. Indemnification of Directors and Officers.

Our Articles of Incorporation do not speak to indemnification of directors and officers and therefore the Nevada Revised Statutes will govern when a director, officer or any person will be entitled to be indemnified by our Company. Our company has not adopted any bylaws to govern indemnification of directors, officers and other persons at the date of this registration statement.

#### Item 16. Exhibits.

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
1.1	Agreement and Plan of Merger dated as of October 14, 2004 by and among American Construction Company, General Steel Investment Co., Ltd. and Northwest Steel Company, a Nevada corporation <sup>(1)</sup>
2.1	Articles of Incorporation of General Steel Holdings, Inc. <sup>(2)</sup>
3.1	Joint Venture agreement dated as of September 26, 2007 by and among General Steel Holdings, Inc. and Shaanxi Longmen Iron and Steel Co., Ltd. <sup>3</sup>
*5.1	Legal opinion of Dennis Brovarone, Attorney at Law.
+10.1	Form of Securities Purchase Agreement (incorporated by reference to the exhibits to Registrants Form 8-K/A filed on December 14, 2007)
+10.2	Form of Registration Rights Agreement (incorporated by reference to the exhibits to Form 8-K/A filed on December 14, 2007)
+10.3	Form of Warrant (incorporated by reference to the exhibits to Registrants Form 8-K/A filed on December 14, 2007)
+10.4	Form of Senior Convertible Note (incorporated by reference to the exhibits to Registrants Form 8-K/A filed on December 14, 2007)
+21.1	List of Subsidiaries of the Registrant.
*23.1	Consent of Moore Stephens Wurth Frazer and Torbet, LLP, Certified Public Accountants
+24.1	Power of attorney (included on signature page)



(+ documents previously filed, \*documents filed with this registration statement; \*\* Documents to be filed by amendment).

- (1) Incorporated by reference to the current report on Form 8-K/A, filed with the Commission on October 19, 2004
- (2) Incorporated by reference to the registration statement on Form SB-2, filed with the Commission on June 6, 2003
- (3) Incorporated by reference to the registration statement on Form 8-K, filed with the Commission on September 29, 2007.

#### B. Financial Statement Schedules

All schedules are omitted because they are not applicable or the required formation is shown in our consolidated financial statements and related notes attached to the prospectus.

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## Item 17. Undertakings.

The undersigned registrant hereby undertakes:

(a) (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 of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in 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 end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% 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 paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the registration statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) (§ 230.424(b) of this chapter) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

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(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424 (§ 230.424 of this chapter);

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the 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 of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 15, 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 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 Act and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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.

## 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 the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to the Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Beijing, People's Republic of China, on the date specified below.

Dated January 26, 2009

### GENERAL STEEL HOLDINGS, INC.

By:           /s/ Zuosheng Yu            
Name: Zuosheng Yu  
Title: President and Chief Executive Officer

### POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Zuosheng Yu, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place, and stead, in any and all capacities, to sign any or all amendments or supplements to this registration statement, whether pre-effective or post-effective, including any subsequent registration statement for the same offering which may be filed under Rule 462(b) under the Securities Act of 1933, as amended, to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments or supplements hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities on January 26, 2009:

<u>SIGNATURE</u>	<u>TITLE</u>
<u>          /s/ Yu, Zuo Sheng          </u> YU, Zuo Sheng	President and Chief Executive Officer (Principal Executive Officer)
<u>          /s/ Chen, John*          </u> CHEN, John	Director and Chief Financial Officer (Principal Accounting and Financial Officer)
<u>          */s/ Warner, Ross          </u> WARNER, Ross	Director
<u>          /s/ Wong, John*          </u> WONG, John	Independent Director
<u>          */s/ Du, Qing Hai          </u> DU, Qing Hai	Independent Director
<u>          */s/ Cao, Zhong Kui          </u> CAO, Zhong Kui	Independent Director
<u>          */s/ Wang, Chris          </u> WANG, Chris	Independent Director
<u>          */s/ Zhang, Dan Li          </u> ZHANG, Dan Li	Director, General Manager of Longmen Joint Venture
<u>          */s/ Hsu, Fred          </u> HSU, Fred	Independent Director

