

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS AM

Post-Effective amendments for registration statement

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### FILER

#### **BWIP HOLDING INC**

CIK: **817637** | IRS No.: **330270574** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **POS AM** | Act: **33** | File No.: **033-39721** | Film No.: **94527781**  
SIC: **3560** General industrial machinery & equipment

Business Address  
200 OCEANGATE BLVD STE  
900  
LONG BEACH CA 90802  
3104353700

As filed with the Securities and Exchange Commission on May 13, 1994

Registration No. 33-39721

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO
FORM S-1
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

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BW/IP, Inc.

(Exact name of registrant as specified in its charter)

<TABLE>
<S> Delaware <C> 35611 <C> 33-0270574
(State or other jurisdiction of (Primary Standard Industrial (I.R.S. Employer
incorporation or organization) Classification Code Number) Identification No.)
</TABLE>

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200 Oceangate Boulevard
Suite 900
Long Beach, California 90802
(310) 435-3700

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

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John D. Hannesson, Esq.

BW/IP, Inc.

200 Oceangate Boulevard
Suite 900
Long Beach, California 90802
(310) 435-3700

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

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Copies to:

John M. Allen, Jr., Esq.  
Debevoise & Plimpton  
601 South Figueroa Street  
Los Angeles, California 90017  
(213) 680-8000

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This Post-Effective Amendment No. 2 amends the Registration Statement on Form S-1 (Registration No. 33-39721) of BW/IP, Inc. (formerly known as BWIP Holding, Inc., the "Registrant") originally filed with the Securities and Exchange Commission (the "Commission") on April 8, 1991 (the "Registration Statement") and subsequently amended by Amendment No. 1 to the Registration Statement filed with the Commission on May 3, 1991, Amendment No. 2 to the Registration Statement filed with the Commission on May 13, 1991, Amendment No. 3 to the Registration Statement filed with the Commission on May 17, 1991 ("Amendment No. 3") and Post-Effective Amendment No. 1 to the Registration Statement filed with the Commission on July 31, 1991 ("Post-Effective Amendment No. 1"). The Registration Statement, as amended through Amendment No. 3, was declared effective by the Commission on May 22, 1991. Post-Effective Amendment No. 1 was declared effective by the Commission on August 1, 1991. Capitalized terms used in this Amendment and not otherwise defined herein shall have the same meanings as given such terms in the Registration Statement at the time Post-Effective Amendment No. 1 was declared effective.

On May 10, 1994, the stockholders of the Registrant approved amendments to the Registrant's Second Restated Certificate of Incorporation to (a) change the corporate name of the Registrant from "BWIP Holding, Inc." to "BW/IP, Inc." (the "Name Change") and (b) effect a recapitalization (the "Recapitalization") of the Registrant whereby the Registrant's two-class common stock structure was converted into a one-class common stock structure. The Name Change and Recapitalization became effective on May 11, 1994 upon the filing of the Registrant's Third Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

Pursuant to the Registration Statement, as amended, 8,000,000 shares of Class A Common Stock and 8,000,000 shares of Class B Common Stock were registered. The shares of Class B Common Stock so registered were only issuable upon exchange of the shares of Class A Common Stock so registered. No shares of Class B Common Stock have ever been issued or outstanding. Upon the effectiveness of the Recapitalization, among other things, the Class B Common Stock was eliminated and the Class A Common Stock was redesignated simply "Common Stock" (the "Common Stock"). The Common Stock is identical to the Class A Common Stock except that it is no longer exchangeable at the option of the holder thereof for Class B Common Stock (due to the elimination of the Class B Common Stock in connection with the Recapitalization). In all other

respects, the Common Stock continues to have the same par value, preferences, rights, powers and qualifications as the Class A Common Stock, including one vote for each share of Common Stock held by a stockholder. The Common Stock continues to be quoted through the NASDAQ National Market System under the Class A Common Stock's symbol "BWIP". The Class B Common Stock was never listed on any securities exchange nor quoted through the NASDAQ National Market System.

Since the shares of Class B Common Stock registered pursuant to the Registration Statement, as amended, no longer exist by virtue of the Recapitalization, the Registration Statement is hereby further amended to deregister the 8,000,000 shares of Class B Common Stock subject thereto, such that the total number of shares covered by the Registration Statement, as amended by this Amendment, is reduced to 8,000,000 shares of Common Stock. As the Common Stock is merely the Class A Common Stock under a new name, no separate registration of the 8,000,000 shares of Common Stock is sought under the Securities Act of 1933, as amended.

This Amendment effects no other changes to the Registration Statement, as amended, or the forms of Prospectuses contained therein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Long Beach, State of California, on the 13th of May, 1994.

BW/IP, INC.

By: /s/ JOHN D. HANNESSON

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John D. Hannesson  
 Vice President,  
 General Counsel and Secretary

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

<TABLE>  
 <CAPTION>

Signature -----	Title -----	Date ----
<S> /s/ PETER C. VALLI* ----- Peter C. Valli	<C> Chief Executive Officer and Director (Principal executive officer)	<C> May 13, 1994

/s/ EUGENE P. CROSS ----- Eugene P. Cross	Executive Vice President, Finance, Chief Financial Officer and Director (Principal financial officer)	May 13, 1994
/s/ NANCY A. LUDLAM* ----- Nancy A. Ludlam	Controller (Principal accounting officer)	May 13, 1994
/s/ ALVIN L. DUBROW ----- Alvin L. Dubrow	Director	May 13, 1994
/s/ GEORGE D. LEAL ----- George D. Leal	Director	May 13, 1994
/s/ JAMES J. GAVIN, JR. ----- James J. Gavin, Jr.	Director	May 13, 1994
/s/ H. JACK MEANY ----- H. Jack Meany	Director	May 13, 1994
/s/ JAMES S. PIGNATELLI ----- James S. Pignatelli	Director	May 13, 1994
/s/ WILLIAM C. RUSNACK ----- William C. Rusnack	Director	May 13, 1994

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\*By: /s/ JOHN D. HANNESSON  
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(John D. Hannesson, Attorney-in-Fact)