

Commercial Vehicle Group, Inc.

Form S-8

August 03, 2007

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As filed with the Securities and Exchange Commission on August 3, 2007

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

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

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

**COMMERCIAL VEHICLE GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**41-1990662**  
(I.R.S. Employer  
Identification No.)

**6530 West Campus Oval**  
**New Albany, Ohio**  
(Address of Principal Executive Offices)

**43054**  
(Zip Code)

**Commercial Vehicle Group, Inc. Second Amended and Restated Equity  
Incentive Plan**

(Full title of the plan)

Chad M. Utrup

Chief Financial Officer

Commercial Vehicle Group, Inc.

6530 West Campus Oval

New Albany, Ohio 43054

Telephone: (614) 289-5360

Telecopy: (614) 289-5365

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

Copy to:

Dennis M. Myers, P.C.

Kirkland & Ellis LLP

200 East Randolph Drive

Chicago, Illinois 60601

Telephone: (312) 861-2000

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (3)</b>
Common Stock, par value \$0.01 per share	1,000,000 shares	\$14.84	\$14,840,000	\$456

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
  
- (2) Estimated pursuant to Rules 457(c) and 457(h) solely for purposes of calculating the amount of the registration fee upon the average of the high and low prices of the registrant's common stock on July 31, 2007, as reported by The Nasdaq Global Select Market.
  
- (3) Pursuant to Rule 429 of the Securities Act, a

combined  
prospectus,  
relating to the  
1,000,000 shares  
registered hereby  
and 1,910,869  
shares registered  
pursuant to the  
registration  
statement filed on  
May 3, 2005  
(Registration  
No. 333-124590),  
will be delivered  
to plan  
participants in  
accordance with  
Form S-8 and  
Rule 428 of the  
Securities Act.

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**SIGNATURES**

Opinion of Kirkland & Ellis LLP

Consent of Deloitte & Touche LLP

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 incorporates by reference the Registration Statement on Form S-8 filed by us on May 3, 2005 (Registration No. 333-124590) (the "Original Filing"). Any items in the Original Filing not expressly changed hereby shall be as set forth in the Original Filing.

**PART I**

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

**Item 1. Plan Information.\***

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

\* The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b)(1) under the Securities Act of 1933, 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 under the Securities Act. 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.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents, which have been filed by Commercial Vehicle Group, Inc. (the Company) with the Commission, are incorporated in this Registration Statement by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed on March 13, 2007.

(b) The Company's Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2007, filed on May 4, 2007, and for the quarterly period ended June 30, 2007, filed on August 3, 2007.

(c) The Company's Current Reports on Form 8-K, filed on March 9, 2007 (to disclose entry into a material definitive agreement under Item 1.01), on May 23, 2007 (to disclose costs associated with exit or disposal activities under Item 2.05) and on May 25, 2007 (to disclose compensatory arrangements of certain officers under Item 5.02).

(d) The description of the Company's common stock, par value \$0.01 per share, included under the caption Description of Capital Stock in the Prospectus forming a part of the Company's Registration Statement on Form S-1, initially filed with the Commission on May 21, 2004 (Registration No. 333-115708), including exhibits, and as may be subsequently amended from time to time, which description has been incorporated by reference in Item 1 of the Company's Registration Statement on Form 8-A, filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), on August 5, 2004 (Registration No. 000-50890).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained 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 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.

**Item 4. Description of Securities.**

Not applicable.

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

Not applicable.

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

The information contained in the Original Filing is incorporated herein by reference.

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

Not applicable.

**Item 8. Exhibits.**

Reference is made to the attached Exhibit Index, which is incorporated by reference herein.

**Item 9. Undertakings.**

The information contained in the Original Filing is incorporated herein by reference.

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**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 New Albany, State of Ohio, on August 3, 2007.

**COMMERCIAL VEHICLE GROUP, INC.**

By: /s/ Mervin Dunn

Name: Mervin Dunn

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 Mervin Dunn and Chad M. Utrup and each of them his or her true and lawful attorney-in-fact and agent, 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 (including his or her capacity as a director and/or officer) to sign any or all amendments (including post-effective 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, granting unto said attorney-in-fact and agent 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 or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent 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 indicated on August 3, 2007.

Signature	Title
/s/ Scott D. Rued	Chairman and Director
Scott D. Rued	
/s/ Mervin Dunn	President, Chief Executive Officer (principal
Mervin Dunn	executive officer) and Director
/s/ Chad M. Utrup	Chief Financial Officer (principal financial and
Chad M. Utrup	accounting officer)
/s/ Scott C. Arves	Director
Scott C. Arves	
/s/ David R. Bovee	Director
David R. Bovee	
/s/ Robert C. Griffin	Director



Robert C. Griffin

/s/ S.A. Johnson

Director

S.A. Johnson

/s/ Richard A. Snell

Director

Richard A. Snell

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Kirkland & Ellis LLP with respect to the legality of the shares of common stock being registered hereby (filed herewith).
23.1	Consent of Deloitte & Touche LLP (filed herewith).
23.2	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
24	Power of Attorney (contained within signature page).