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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

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**TIMKENSTEEL CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

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

**46-4024951**  
(IRS Employer  
Identification No.)

**1835 Dueber Avenue SW, Canton, Ohio 44706**  
(Address of Principal Executive Offices Including Zip Code)

**TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan**  
(Full Title of the Plan)

**Frank A. DiPiero**  
**Executive Vice President, General Counsel and Secretary**  
**1835 Dueber Avenue SW**  
**Canton, Ohio 44706**  
**(330) 471-7000**  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Shares, without par value per share	2,000,000	\$2.70	\$5,400,000	\$701

- (1) Represents the number of common shares, without par value per share (“*Common Shares*”), of TimkenSteel Corporation (the “*Registrant*”), deliverable pursuant to the TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan (the “*Plan*”) being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement also covers such additional Common Shares as may become deliverable pursuant to any anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on April 30, 2020, within five business days prior to filing.
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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “*Commission*”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2019](#) (Commission File No. 001-36313), filed February 25, 2020; and
- (b) The description of the Common Shares contained in the Registrant’s Information Statement, filed as [Exhibit 99.1](#) to Amendment No. 3 to the Registrant’s Registration Statement on Form 10 (Commission File No. 001-36313), filed on May 15, 2014, as amended by the description of the Common Shares contained in [Exhibit 4.3](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2019 (Commission File No. 001-36313), filed February 25, 2020, and as amended by any subsequent amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will 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 that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as 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 Registrant’s regulations provide that it will indemnify, to the fullest extent permitted by law, any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Registrant, or is or was serving at the Registrant’s request as a director, trustee or officer of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise. The Registrant will not be required

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to indemnify any person with respect to any action, suit or proceeding that was initiated by that person unless the action, suit or proceeding was initiated to enforce any rights to indemnification under the Registrant's regulations and the person is formally adjudged to be entitled to indemnity. The indemnification obligation provided in the Registrant's regulations is not exclusive of any other rights to which those seeking indemnification may be entitled under any law, the articles of incorporation or any agreement, vote of shareholders or of disinterested directors or otherwise, both as to action in official capacities and as to action in another capacity while he or she is the Registrant's director or officer and shall continue as to a person who has ceased to be a director, trustee or officer and shall inure to the benefit of the heirs, executors and administrators of that person.

The Registrant's regulations also permit it to purchase and maintain insurance on behalf of any persons that the Registrant is required to indemnify under the regulations against any liability asserted against and incurred by that person, in their status or capacity as a party the Registrant must indemnify, whether or not the Registrant would have the power to indemnify such person against such liability. The Registrant may also, to the fullest extent permitted by law, enter into an indemnification agreement with any persons that the Registrant is required to indemnify under the regulations.

The Registrant has entered into contracts with some of its directors and officers to indemnify them against many of the types of claims that may be made against them. The Registrant also maintains insurance coverage for the benefit of directors and officers with respect to many types of claims that may be made against them, some of which may be in addition to those described in the regulations.

Section 1701.13 of the Ohio Revised Code, or Section 1701.13, generally permits indemnification of any director, officer or employee with respect to any proceeding against any such person provided that: (a) such person acted in good faith; (b) such person reasonably believed that the conduct was in or not opposed to the best interests of the corporation; and (c) in the case of criminal proceedings, such person had no reasonable cause to believe that the conduct was unlawful. Indemnification may be made against expenses (including attorneys' fees), judgments, fines and settlements actually and reasonably incurred by such person in connection with the proceeding; provided, however, that if the proceeding is one by or in the right of the corporation, indemnification may be made only against actual and reasonable expenses (including attorneys' fees) and may not be made with respect to any proceeding in which the director, officer or employee has been adjudged to be liable to the corporation, except to the extent that the court in which the proceeding was brought shall determine, upon application, that such person is, in view of all the circumstances, entitled to indemnity for such expenses as the court shall deem proper. To the extent that a director, officer or employee is successful on the merits or otherwise in defense of the proceeding, indemnification is required. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that the director, officer or employee did not meet the standard of conduct required for indemnification to be permitted.

Section 1701.13 further provides that indemnification thereunder may not be made by the corporation unless authorized after a determination has been made that such indemnification is proper, with that determination to be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors not parties to the proceedings, (b) if such a quorum is not obtainable, or, even if obtainable, but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, (c) by the shareholders, or (d) by the court in which the proceeding was brought. However, a director (but not an officer, employee or agent) is entitled to mandatory advancement of expenses, including attorneys' fees, incurred in defending any action, including derivative actions, brought against the director, provided that the director agrees to cooperate with the corporation concerning the matter and to repay the amount advanced if it is proved by clear and convincing evidence that such director's act or failure to act was done with deliberate intent to cause injury to the corporation or with reckless disregard for the corporation's best interests.

Finally, Section 1701.13 provides that indemnification or advancement of expense provided by that Section is not exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or regulations or any agreement, vote of shareholders or disinterested directors or otherwise.

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

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 13, 2014 (Commission File No. 001-36313))</u></a>
4.2	<a href="#"><u>Code of Regulations of the Registrant (incorporated herein by reference to Exhibit 3.2 of Amendment No. 3 to the Registrant's Registration Statement on Form 10 filed with the Commission on May 15, 2014 (Commission File No. 001-36313))</u></a>
4.3	<a href="#"><u>TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan (incorporated herein by reference to Appendix B to the Registrant's definitive proxy statement on Schedule 14A filed with the Commission on March 18, 2020 (Commission File No. 001-36313))</u></a>
5.1	<a href="#"><u>Opinion of Frank A. DiPiero, Executive Vice President, General Counsel and Secretary of the Registrant</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm – Ernst &amp; Young LLP</u></a>
23.2	<a href="#"><u>Consent of Frank A. DiPiero (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Powers of Attorney</u></a>

**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 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 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(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) 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 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 the 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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 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 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, 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 Canton, State of Ohio, on this 6th day of May, 2020.

**TIMKENSTEEL CORPORATION**

By: /s/ Frank A. DiPiero

Frank A. DiPiero  
Executive Vice President, General Counsel and  
Secretary

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

Date: May 6, 2020

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Terry L. Dunlap  
Director and Interim Chief Executive Officer and President (Principal  
Executive Officer)

Date: May 6, 2020

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Kristopher R. Westbrooks  
Executive Vice President and Chief Financial Officer (Principal  
Financial Officer)

Date: May 6, 2020

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Nicholas A. Yacobozzi  
Corporate Controller (Principal Accounting Officer)

Date: May 6, 2020

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Joseph A. Carrabba  
Director

Date: May 6, 2020

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Leila L. Vespoli  
Director

Date: May 6, 2020

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Diane C. Creel  
Director

Date: May 6, 2020

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Randall H. Edwards  
Director

Date: May 6, 2020

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Donald T. Misheff  
Director

Date: May 6, 2020

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John P. Reilly  
Director

Date: May 6, 2020

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Ronald A. Rice  
Director

Date: May 6, 2020

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Marvin A. Riley  
Director

Date: May 6, 2020

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Randall A. Wotring  
Director

\* This Registration Statement has been signed on behalf of the above officers and directors by Frank A. DiPiero, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

Dated: May 6, 2020

By: /s/ Frank A. DiPiero

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Frank A. DiPiero  
Attorney-in-Fact





**Frank A. DiPiero**  
Executive Vice President, General Counsel and Secretary

May 6, 2020

TimkenSteel Corporation  
1835 Dueber Avenue SW  
Canton, Ohio 44706

Re: Registration Statement on Form S-8 Filed by TimkenSteel Corporation

Ladies and Gentlemen:

I am the Executive Vice President, General Counsel and Secretary of TimkenSteel Corporation, an Ohio corporation (the “*Company*”), and have acted as counsel for the Company in connection with the TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan (the “*Plan*”). In my capacity as counsel for the Company, I have (or a member of my staff has) examined such documents, records and matters of law as I have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, I am of the opinion that the 2,000,000 common shares (the “*Shares*”), without par value per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of restricted stock unit or other applicable award agreements thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the laws of the State of Ohio, as currently in effect, and I express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, I have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, I have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Frank A. DiPiero

Frank A. DiPiero  
Executive Vice President, General Counsel and Secretary

TimkenSteel Corporation  
1835 Dueber Ave. S.W., GNE-15, Canton, OH 44706  
T 330.471.3326  
frank.dipiero@timkensteel.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan of our reports dated February 25, 2020, with respect to the consolidated financial statements of TimkenSteel Corporation and the effectiveness of internal control over financial reporting of TimkenSteel Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio

May 6, 2020

**TIMKENSTEEL CORPORATION**  
**REGISTRATION STATEMENT ON FORM S-8**  
**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of TimkenSteel Corporation, an Ohio corporation (the “**Registrant**”), hereby constitutes and appoints Frank A. DiPiero, Kristopher R. Westbrook and Kristine C. Syrvalin, or any of them, each acting alone, as the true and lawful attorney-in-fact or agent, or attorneys-in-fact or agents, for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file (1) one or more Registration Statements on Form S-8 (the “**Form S-8 Registration Statement**”) with respect to the registration under the Securities Act of 1933 of common shares, without par value per share, of the Registrant deliverable in connection with the TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan, (2) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statement and (3) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statement, 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 requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 6th day of May 2020:

/s/ Terry L. Dunlap

Terry L. Dunlap  
 Director and Interim Chief Executive Officer and President

/s/ Nicholas A. Yacobozzi

Nicholas A. Yacobozzi  
 Corporate Controller

/s/ Leila L. Vespoli

Leila L. Vespoli  
 Director

/s/ Randall H. Edwards

Randall H. Edwards  
 Director

/s/ John P. Reilly

John P. Reilly  
 Director

/s/ Marvin A. Riley

Marvin A. Riley  
 Director

/s/ Kristopher R. Westbrook

Kristopher R. Westbrook  
 Executive Vice President and Chief Financial Officer

/s/ Joseph A. Carrabba

Joseph A. Carrabba  
 Director

/s/ Diane C. Creel

Diane C. Creel  
 Director

/s/ Donald T. Misheff

Donald T. Misheff  
 Director

/s/ Ronald A. Rice

Ronald A. Rice  
 Director

/s/ Randall A. Wotring

Randall A. Wotring  
 Director