

INDUSTRIAL DISTRIBUTION GROUP INC

Form S-8 POS

March 03, 2006

As filed with the Securities and Exchange Commission on
March 3, 2006.

File No. 333-58072

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
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.
AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN**
(Full Title of the Plan)

Jack P. Healey
Executive Vice President and Chief Financial Officer
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)*

Copies to:
W. Randy Eaddy, Esq.
Kilpatrick Stockton LLP
1100 Peachtree Street, N.E., Suite 2800
Atlanta, Georgia 30309
(404) 815-6500

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is filed by Industrial Distribution Group, Inc. to reflect an amendment to the Industrial Distribution Group, Inc. Amended and Restated Employee Stock Purchase Plan (the Plan) that reduces the amount of discount at which employees may purchase common stock, par value \$.01 pursuant to the Plan. The amendment to the Plan also increases the frequency with which purchases may be made by participants in the Plan from quarterly to monthly.

ITEM 8. EXHIBITS

The following exhibits are included with this Post-Effective Amendment No. 1 to the Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
4(a)	Industrial Distribution Group, Inc. Amended and Restated Employee Stock Purchase Plan (filed as Exhibit 4 to the Registrant's Registration Statement on Form S-8, file number 333-41921, filed with the Securities and Exchange Commission on January 26, 1998 and incorporated herein by reference).
4(b)	Industrial Distribution Group, Inc. First Amendment to Amended and Restated Employee Stock Purchase Plan (filed as Exhibit 4 to the Registrant's Registration Statement on Form S-8, file number 333-58072, filed with the Securities and Exchange Commission on April 2, 2001).
4(c)	Industrial Distribution Group, Inc. Second Amendment to Amended and Restated Employee Stock Purchase Plan.
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
24	Power of Attorney (included in the Signature Page of the Registration Statement).

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 3rd day of March, 2006.

**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 Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on March 3, 2006.

/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 Secretary (Principal Financial and Accounting Officer)
Jack P. Healey	
*	Director
David K. Barth	
*	Director
William J. Burkland	
*	Director
William R. Fenoglio	
*	Director
William T. Parr	
*	Director
George L. Sachs, Jr.	
*	Director
Richard M. Seigel	
*	Director
Andrew B. Shearer	
* By: /s/ Jack P. Healey	
Jack P. Healey	
as Attorney-in-fact	

**EXHIBIT INDEX
TO
POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT ON FORM S-8**

<u>Exhibit Number</u>	<u>Description</u>
4(c)	Industrial Distribution Group, Inc. Second Amendment to Amended and Restated Employee Stock Purchase Plan
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm
24*	Power of Attorney (included in the Signature Page of the Registration Statement)

* Previously filed with the Registration Statement on Form S-8, Registration No. 333-58072, filed with the Securities and Exchange Commission on April 2, 2001.