

CARLISLE COMPANIES INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 12/28/11

| | |
|-------------|--|
| Address | 11605 NORTH COMMUNITY HOUSE ROAD SUITE 600 CHARLOTTE, NC 28277 |
| Telephone | 704-501-1100 |
| CIK | 0000790051 |
| Symbol | CSL |
| SIC Code | 3060 - Fabricated Rubber Products, Not Elsewhere |
| Industry | Chemicals - Plastics & Rubber |
| Sector | Basic Materials |
| Fiscal Year | 12/31 |

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

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

Carlisle Companies Incorporated

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

31-11680055
(I.R.S. Employer Identification No.)

**13925 Ballantyne Corporate Place
Suite 400
Charlotte, North Carolina**
(Address of principal executive offices)

28277
(Zip Code)

**CARLISLE COMPANIES INCORPORATED
EXECUTIVE INCENTIVE PROGRAM**
(Full title of the plan)

Steven J. Ford, Esq.
Vice President, Chief Financial Officer and General Counsel
Carlisle Companies Incorporated
13925 Ballantyne Corporate Place, Suite 400
Charlotte, North Carolina 28277
(Name and address of agent for service)

(704) 501-1100
(Telephone number, including area code, of agent for service)

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. (Check one):

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

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2) |
|--------------------------------------|-----------------------------|---|---|--------------------------------|
| Common Stock, \$1.00 par value | 2,750,000 | \$ 43.365 | \$ 119,253,750 | \$ 13,667 |

- (1) This Registration Statement covers the maximum number of shares of common stock of the Registrant which may be issued in connection with the transactions described herein and shall also cover any additional shares of common stock issuable under the plan in respect of such shares by reason of any stock dividend, stock split, recapitalization or any other similar transaction effectuated without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of the Registrant.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the highest and lowest sales prices per share of the Registrant's common stock as reported on the New York Stock Exchange on December 21, 2011, which prices were \$43.87 and \$42.86.
-
-
-

EXPLANATORY NOTE

Carlisle Companies Incorporated. (the “Company”) is filing this Registration Statement on Form S-8 to register an additional 2,750,000 shares of common stock which have been reserved for issuance under the Carlisle Companies Incorporated Executive Incentive Program (the “Plan”). This increase was approved by the Company’s Board of Directors on February 4, 2009, subject to approval by the Company’s shareholders. On April 20, 2009, the Company’s shareholders approved the increase in the number of shares reserved for issuance under the Plan.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to eligible participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Registration Statement on Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as a prospectus pursuant to Rule 424.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to eligible participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Registration Statement on Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as a prospectus pursuant to Rule 424.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission (File No. 1-9278) are incorporated herein by reference:

- (a) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed on February 16, 2011;
- (b) the Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2011, June 30, 2011 and September 30, 2011 filed on April 26, 2011, July 26, 2011 and October 14, 2011, respectively;
- (c) the Company’s Current Reports on Form 8-K filed on February 7, 2011*, April 26, 2011*, May 26, 2011, July 21, 2011, July 26, 2011*, July 29, 2011, August 8, 2011, October 25, 2011* and November 15, 2011; and
- (d) the description of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), contained in the Registrant’s Registration Statement on Form S-4 (Registration Statement No. 33-3661) filed on February 28, 1986, as amended.

* Information furnished in these Current Reports on Form 8-K pursuant to Item 2.02 is not incorporated by reference herein.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those Current Reports on Form 8-K which “furnish” information pursuant to Item 2.02 or Item 7.01 of such report and exhibits furnished in connection therewith), 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 into this Registration Statement and to be a part hereof from the date of filing of such documents.

The information incorporated by reference is considered to be part of this Registration Statement and information that the Company files later with the Commission will automatically update and supersede this information, as applicable. Any statement contained herein or in a document, all or a portion of which is 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 modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Steven J. Ford, Vice President, Chief Financial Officer and General Counsel of the Company, who has provided the opinion of counsel required by Item 601(b)(5) of Regulation S-K, was, as of December 28, 2011, the beneficial owner of 206,426 shares of the Company's common stock, including 151,883 shares subject to acquisition by exercise of stock options within sixty (60) days and 4,818 shares allocated to his account under the Company's Employee Incentive Savings Plan.

Item 6. Indemnification of Directors and Officers.

Under Delaware law, a corporation generally may indemnify directors and officers:

- for actions taken in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation; and
- with respect to any criminal action or proceeding, if they had no reasonable cause to believe that their conduct was unlawful.

In addition, Delaware law provides that a corporation may advance to a director or officer expenses incurred in defending any action upon receipt of an undertaking by or on behalf of the director or officer to repay the amount advanced if it is ultimately determined that he or she is not entitled to indemnification. The restated certificate of incorporation of the Company provides in effect that the Company shall provide certain indemnification to such persons.

The directors and officers of the Company are insured, under policies of insurance maintained by the Company within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement.

| <u>Exhibit No.</u> | <u>Description of Document</u> |
|--------------------|---|
| 4.1 | Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Form 10-K for year ended December 31, 1991) |
| 4.2 | By-Laws (incorporated by reference to Exhibit 3 to Form 10-K filed for year ended December 31, 1988) |
| 4.4 | Carlisle Companies Incorporated Executive Incentive Program (incorporated by reference to Exhibit A to Carlisle Companies Incorporated Proxy Statement on Schedule 14A filed on February 27, 2009). |
| 5* | Opinion of Steven J. Ford, Esq. |
| 23.1* | Consent of Steve J. Ford, Esq. (included in the opinion filed as Exhibit No. 5) |
| 23.2* | Consent of Ernst & Young LLP |
| 24* | Power of Attorney (included on the signature page) |

* Filed herewith.

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 this 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 this 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 this 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 periodic 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. 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 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 hereof.

(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 15(d) of the Exchange Act that is incorporated by reference in this 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 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 of 1933, the Company 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 Charlotte, State of North Carolina, on December 28, 2011.

CARLISLE COMPANIES INCORPORATED

By : /s/ Steven J. Ford
Steven J. Ford
Vice President, Chief Financial Officer & General Counsel

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on December 28, 2011. Each of the undersigned directors and officers of the Company, by his or her execution hereof, hereby constitutes and appoints Steven J. Ford and Kevin P. Zdimal, and each of them, with full power of substitution, as his or her true and lawful attorneys-in-fact and agents, to do any and all acts and things for him or her, and in his or her name, place and stead, to execute and sign any and all pre-effective and post-effective amendments to such Registration Statement and any additional registration statement pursuant to Rule 462(b) under the Securities Act, and file the same, together with all exhibits and schedules thereto and all other documents in connection therewith, with the Commission and with such state securities authorities as may be appropriate, granting unto said attorneys-in-fact, 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, as fully and to all intents and purposes as the undersigned might or could do in person, and hereby ratifying and confirming all the acts of said attorneys-in-fact and agents, or any of them, which they may lawfully do in the premises or cause to be done by virtue hereof.

| <u>Signature</u> | <u>Title</u> |
|--|---|
| <u>/s/ David A. Roberts</u> David A. Roberts | Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ Steven J. Ford</u> Steven J. Ford | Vice President, Chief Financial Officer & General Counsel (Principal Financial Officer) |
| <u>/s/ Kevin P. Zdimal</u> Kevin P. Zdimal | Vice President and Chief Accounting Officer |
| <u>/s/ Robin J. Adams</u> Robin J. Adams | Director |
| <u>/s/ Robert G. Bohn</u> Robert G. Bohn | Director |
| <u>/s/ Robin S. Callahan</u> Robin S. Callahan | Director |

/s/ Terry D. Growcock Director
Terry D. Growcock

/s/ Stephen P. Munn Director
Stephen P. Munn

/s/ Gregg A. Ostrander Director
Gregg A. Ostrander

/s/ Lawrence A. Sala Director
Lawrence A. Sala

/s/ Magalen C. Webert Director
Magalen C. Webert

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description of Document</u> |
|--------------------|---|
| 4.1 | Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Form 10-K for year ended December 31, 1991) |
| 4.2 | By-Laws (incorporated by reference to Exhibit 3 to Form 10-K filed for year ended December 31, 1988) |
| 4.4 | Carlisle Companies Incorporated Executive Incentive Program (incorporated by reference to Exhibit A to Carlisle Companies Incorporated Proxy Statement on Schedule 14A filed on February 27, 2009). |
| 5* | Opinion of Steven J. Ford, Esq. |
| 23.1* | Consent of Steve J. Ford, Esq. (included in the opinion filed as Exhibit No. 5) |
| 23.2* | Consent of Ernst & Young LLP |
| 24* | Power of Attorney (included on the signature page) |

* Filed herewith

December 28, 2011

Carlisle Companies Incorporated.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, North Carolina 28277

Re: Registration Statement on Form S-8 Relating to 2,750,000 Shares of Common Stock Reserved for Issuance under Carlisle Companies Incorporated Executive Incentive Program

Ladies and Gentlemen:

I have acted as counsel Carlisle Companies Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 2,750,000 shares of common stock, par value \$1.00 (the "Shares"), to be issued under the Company's Executive Incentive Program pursuant to a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), filed with the Securities and Exchange Commission (the "Commission") on December 28, 2011 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as to the validity of the Shares.

In rendering my opinion, I have examined, and am familiar with, and have relied as to factual matters solely upon, originals or copies certified, or otherwise identified to our satisfaction, of such documents, corporate records or other instruments as we have deemed necessary or appropriate for the purpose of the opinion set forth herein, including, without limitation (i) the Registration Statement, (ii) the Plan, (iii) the Restated Certificate of Incorporation of the Company and the Company's By-laws, (iv) all actions of the Company's board of directors and stockholders reflected in the Company's minute book and (v) a specimen of the form of certificate evidencing the Shares ((i) – (v), collectively, the "Registration Documents").

In all such examinations, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents, the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies and, to the extent applicable, the due authorization, execution and delivery of such documents by all applicable parties. As to various questions of fact relevant to the opinions expressed herein, I have relied upon, and assumed the accuracy of statements contained in the Registration Documents and certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company and others.

To the extent it may be relevant to the opinion expressed below, I have assumed that the Company will have sufficient authorized but unissued shares of Common Stock on the date of any issuance of the Shares.

Based upon and subject to the foregoing, I am of the opinion that, as of the date hereof, when certificates representing the Shares in the proper form have been signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefore in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary corporate action and duly granted or awarded in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and

sale of the Shares will have been duly authorized by all necessary corporate action and the Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above are subject to the following:

(A) bankruptcy, insolvency, reorganization, moratorium and other laws (or related judicial doctrines) now or hereafter in effect affecting creditors' rights and remedies generally;

(B) general principles of equity (including, without limitation, standards of materiality, good faith, fair dealing and reasonableness, equitable defenses and limits as to the availability of equitable remedies), whether such principles are considered in a proceeding in equity or at law; and

(C) the application of any applicable fraudulent conveyance, fraudulent transfer, fraudulent obligation, or preferential transfer law or any law governing the distribution of assets of any person now or hereafter in effect affecting creditors' rights and remedies generally.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware as currently in effect, and no opinion is expressed with respect to such law as subsequently amended, or any other laws, or any effect that such amended or other laws may have on the opinions expressed herein. The opinions expressed herein are limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. The opinions expressed herein are given as of the date hereof, and we undertake no obligation to advise you of any changes in applicable laws after the date hereof or of any facts that might change the opinions expressed herein that we may become aware of after the date hereof.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Steven J. Ford

STEVEN J. FORD, ESQ.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Carlisle Companies Incorporated Executive Incentive Program of our reports dated February 16, 2011, with respect to the consolidated financial statements and schedule of Carlisle Companies Incorporated and to the effectiveness of internal control over financial reporting of Carlisle Companies Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2010 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Charlotte, North Carolina
December 28, 2011
