

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

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

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

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

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

**1835 Dueber Avenue SW, Canton, Ohio 44706-0928**  
 (Address of Principal Executive Offices Including Zip Code)

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

**Kristine C. Syrvalin, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**1835 Dueber Avenue SW**  
**Canton, Ohio 44706-0928**  
**(330) 471-7000**

(Name, Address and 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, 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	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>			

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.

**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	\$13.635	\$27,270,000	\$2,976

- (1) Represents the number of additional common shares, without par value per share (“*Common Shares*”), of TimkenSteel Corporation (the “*Registrant*”), available pursuant to the amended and restated TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan (in the form of the TimkenSteel Corporation Amended and Restated 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 available 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 July 30, 2021, within five business days prior to filing.
- 
-

## EXPLANATORY NOTE

The Registrant hereby files this Registration Statement on Form S-8 (the “*Registration Statement*”) to register an additional 2,000,000 Common Shares under the Plan. The Plan is an amendment and restatement of the TimkenSteel Corporation 2020 Equity and Incentive Compensation Plan (in the form of the TimkenSteel Corporation Amended and Restated 2020 Equity and Incentive Compensation Plan), for which a previously filed registration statement on Form S-8 is effective. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-238034) filed by the Registrant on May 6, 2020, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

## 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, 2020](#) (Commission File No. 001-36313), filed February 25, 2021;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2021 and June 30, 2021 (Commission File No. 001-36313), filed [May 6, 2021](#) and [August 5, 2021](#), respectively;
- (c) The Registrant’s Current Reports on Form 8-K (Commission File No. 001-36313), filed [February 16, 2021](#) and [May 6, 2021](#) (only Items 5.02 and 5.07, Item 9.01 regarding Exhibit 10.1, and Exhibit 10.1); and
- (d) 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 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 Amended and Restated 2020 Equity and Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 6, 2021 (Commission File No. 001-36313))</u></a>
5.1	<a href="#"><u>Opinion of Kristine C. Syrvalin, 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 Kristine C. Syrvalin (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Powers of Attorney</u></a>

**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 5th day of August, 2021.

**TIMKENSTEEL CORPORATION**

By: /s/ Kristine C. Syrvalin  
Kristine C. Syrvalin  
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: August 5, 2021

\*

---

Michael S. Williams  
President and Chief Executive Officer and Director (Principal  
Executive Officer)

Date: August 5, 2021

\*

---

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

Date: August 5, 2021

\*

---

Nicholas A. Yacobozzi  
Corporate Controller (Principal Accounting Officer)

Date: August 5, 2021

\*

---

Diane C. Creel  
Director

Date: August 5, 2021

\*

---

Terry L. Dunlap  
Director

Date: August 5, 2021

\*

---

Randall H. Edwards  
Director

Date: August 5, 2021

\*

---

Donald T. Misheff  
Director

Date: August 5, 2021

\*

---

Ronald A. Rice  
Director

Date: August 5, 2021

\*

---

Leila L. Vespoli  
Director

Date: August 5, 2021

\*

---

Randall A. Wotring  
Director

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

Dated: August 5, 2021

By: /s/ Kristine C. Syrvalin

---

Kristine C. Syrvalin  
Attorney-in-Fact



**Kristine C. Syrvalin**  
Executive Vice President, General Counsel and Secretary

August 5, 2021

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 amendment and restatement of 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 additional 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/ Kristine C. Syrvalin

Kristine C. Syrvalin  
Executive Vice President, General Counsel and Secretary

TimkenSteel Corporation  
1835 Dueber Ave. S.W., Canton, OH 44706  
T 330.471.4710  
kristine.syrvalin@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 Amended and Restated 2020 Equity and Incentive Compensation Plan of our reports dated February 25, 2021, with respect to the consolidated financial statements and schedule 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, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio

August 5, 2021

**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 Kristine C. Syrvalin, Kristopher R. Westbrooks and Nicholas A. Yacobozzi, 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 Amended and Restated 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 5th day of August 2021:

/s/ Michael S. Williams

Michael S. Williams  
 Director and President and Chief Executive Officer

/s/ Kristopher R. Westbrooks

Kristopher R. Westbrooks  
 Executive Vice President and Chief Financial Officer

/s/ Nicholas A. Yacobozzi

Nicholas A. Yacobozzi  
 Corporate Controller

/s/ Diane C. Creel

Diane C. Creel  
 Director

/s/ Terry L. Dunlap

Terry L. Dunlap  
 Director

/s/ Randall H. Edwards

Randall H. Edwards  
 Director

/s/ Donald T. Misheff

Donald T. Misheff  
 Director

/s/ Ronald A. Rice

Ronald A. Rice  
 Director

/s/ Leila L. Vespoli

Leila L. Vespoli  
 Director

/s/ Randall A. Wotring

Randall A. Wotring  
 Director