
As filed with the Securities and Exchange Commission on August 5, 2010

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

AK STEEL HOLDING CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

31-1401455

(IRS Employer Identification
Number)

9227 Centre Pointe Drive
West Chester, Ohio 45069
(513) 425-5000

(Address of Registrant's Principal Executive Offices)

AK STEEL HOLDING CORPORATION
STOCK INCENTIVE PLAN

(as amended and restated as of March 18, 2010)

David C. Horn
Executive Vice President, General Counsel and Secretary
AK Steel Holding Corporation
9227 Centre Pointe Drive
West Chester, Ohio 45069
(513) 425-5000

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

Copies to:

Joseph C. Alter
Corporate Counsel
AK Steel Holding Corporation
9227 Centre Pointe Drive
West Chester, Ohio 45069
(513) 425-5000

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.

Large accelerated filer

Accelerated filer

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

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
Common Stock	3,000,000 shares	\$14.33	\$42,990,000	\$3,065.19

- (1) Plus such additional shares as may be issued by reason of stock splits, stock dividends, or similar transactions effected without receipt of consideration.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low sales prices of the Registrant's common stock on the New York Stock Exchange on August 2, 2010, a date within five days of the date on which this Registration Statement is filed.

EXPLANATORY NOTE

This Registration Statement is solely for the registration of an additional 3,000,000 shares of common stock of AK Steel Holding Corporation for issuance under the AK Steel Holding Corporation Stock Incentive Plan (as amended and restated as of March 18, 2010) (the "Stock Plan"). Pursuant to General Instruction E to Form S-8, the contents of the following earlier registration statements relating to the Stock Plan are incorporated herein by reference to the extent not supplemented, amended or superseded by the information set forth in this Registration Statement on Form S-8: Registration Statements Nos. 333-124296, 33-84578, 333-04505 and 333-60151. This Registration Statement also constitutes Post-Effective Amendment No. 7 to Registration Statement No. 33-84578, Post-Effective Amendment No. 4 to Registration Statement No. 333-04505 and Post-Effective Amendment No. 2 to Registration Statement No. 333-60151.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (“Securities Act”), and the Note to Part I of Form S-8. The documents containing the information required to be included in Part I of this Registration Statement will be sent or given to the participants as specified in Rule 428(b)(1) promulgated under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference and made a part of this Registration Statement:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed on February 23, 2010, including the portions of the Registrant’s Schedule 14A filed on April 12, 2010 incorporated by reference therein;
- Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2010, filed on April 26, 2010, and for the fiscal quarter ended June 30, 2010, filed on July 30, as amended on August 2, 2010;
- Current Reports on Form 8-K filed on January 26, 2010, April 29, 2010, May 11, 2010, May 17, 2010, May 25, 2010, May 28, 2010 and June 15, 2010; and
- The description of the Registrant’s common stock contained in the Registration Statement on Form S-4, as amended, with respect to registration of the common stock under Section 12(b) of the Exchange Act (File No. 333-82035).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), prior to the filing of a post-effective amendment indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference.

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 such 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

The Registrant's Executive Vice President, General Counsel and Secretary, David C. Horn, has passed on the validity of the shares of the Registrant's common stock to be issued under the plan. Mr. Horn beneficially owns restricted stock, performance shares and options to purchase common stock granted under the plan.

Item 6. Indemnification of Directors and Officers

The Registrant is a Delaware corporation. Subsection (b)(7) of Section 102 of the Delaware General Corporation Law (the "DGCL") enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which a director derived an improper personal benefit. The Certificate of Incorporation of the Registrant, as amended, has eliminated the personal liability of its directors to the fullest extent permitted by law.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any director or officer, or former director or officer, who was or is a 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 (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding provided that such director or officer acted in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, provided further that such director or officer had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any director or officer, or former director or officer, who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit provided that such director or officer acted in good faith and in a manner he reasonably believed to be in, or not

opposed to, the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsections (a) or (b) or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith; that indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Article Eight of the Certificate of Incorporation of the Registrant states that the corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by law, and the corporation may adopt by-laws or enter into agreements with any such person for the purpose of providing such indemnification. The Registrant also maintains directors' and officers' liability insurance to insure its directors and officers against certain liabilities incurred in their capacity as such.

The foregoing summaries do not purport to be complete and each is qualified in its entirety by reference to the full text of the statute, the Registrant's Certificate of Incorporation and By-laws and the arrangements referred to above.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

Exhibit 4.1(a)* Certificate of Incorporation of the Registrant, filed with the Secretary of State of the State of Delaware on December 20, 1993, as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 33-74432))

Exhibit 4.1(b)*	Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1.1 to the Registrant's Current Report on Form 8-K, as filed with the Commission on May 28, 1998)
Exhibit 4.2*	By-laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the Commission on February 23, 2010)
Exhibit 4.3*	AK Steel Holding Corporation Stock Incentive Plan (as amended and restated March 18, 2010) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2010, as filed with the Commission on July 30, 2010)
Exhibit 5	Opinion of David C. Horn, Esq.
Exhibit 23.1	Consent of Deloitte & Touche LLP
Exhibit 23.2	Consent of David C. Horn, Esq. (included in Exhibit 5)
Exhibit 24	Power of Attorney (contained in the signature page hereto)

*Incorporated by reference as indicated.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes 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. 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 a 20% 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 (i) and (ii) above 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.

(b) The undersigned Registrant hereby undertakes 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.

(c) The undersigned Registrant hereby undertakes 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.

(d) 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.

(e) 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.

Signature**Title**/s/ Robert H. Jenkins

Robert H. Jenkins

Lead Director

/s/ Richard A. Abdo

Richard A. Abdo

Director

/s/ John S. Brinzo

John S. Brinzo

Director

/s/ Dennis C. Cuneo

Dennis C. Cuneo

Director

/s/ William K. Gerber

William K. Gerber

Director

/s/ Dr. Bonnie G. Hill

Dr. Bonnie G. Hill

Director

/s/ Ralph S. Michael III

Ralph S. Michael III

Director

/s/ Shirley D. Peterson

Shirley D. Peterson

Director

/s/ Dr. James A. Thomson

Dr. James A. Thomson

Director

August 5, 2010

AK Steel Holding Corporation
9227 Centre Pointe Drive
West Chester, Ohio 45069

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

In my capacity as General Counsel of AK Steel Holding Corporation (the "Company"), I am furnishing this opinion in connection with the filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, on the date hereof, with respect to an aggregate of 3,000,000 shares of the Company's Common Stock, \$0.01 par value (the "Shares"), underlying equity awards that may be granted from time to time under the Company's Stock Incentive Plan, as amended and restated as of March 18, 2010 (the "Stock Plan").

I have examined originals or copies, certified or otherwise identified to my satisfaction, of the Registration Statement, the Company's By-laws and Certificate of Incorporation, each as amended to date, and such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of other officers and representatives of the Company, and have made such inquiries of such other officers and representatives, as I have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of documents submitted to me as copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, I have relied upon certificates or comparable documents of other officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, I am of the opinion that the Shares have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Stock Plan, will be validly issued, fully paid and nonassessable, and no personal liability will attach to the holders thereof under the laws of the State of Delaware.

The opinions expressed herein are limited to the corporate laws of the State of Delaware and the federal laws of the United States, and I express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction

The opinions expressed herein are rendered solely for your benefit in connection with the transactions described above. I hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to me under the heading "Interests of Named Experts"

and Counsel” in the Registration Statement. Except as stated in the preceding sentence, the opinions expressed herein may not be used or relied upon by any other person, nor may this letter or any copies thereof be furnished to a third party, filed with a governmental agency, quoted, cited or otherwise referred to without my prior express written consent.

Very Truly Yours,

/s/ David C. Horn

David C. Horn
Executive Vice President, General
Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2010, relating to the financial statements and financial statement schedule of AK Steel Holding Corporation, and the effectiveness of AK Steel Holding Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of AK Steel Holding Corporation for the year ended December 31, 2009.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio

August 5, 2010