

ALLIED HOLDINGS INC

Form S-8

April 20, 2005

As filed with the Securities and Exchange Commission on April 20, 2005

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Allied Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Georgia

(State or other jurisdiction of
incorporation or organization)

58-0360550

(I.R.S. Employer
Identification No.)

**160 Clairemont Avenue
Suite 200**

Decatur, Georgia

(Address of principal executive offices)

30030

(Zip Code)

Allied Holdings, Inc. Amended and Restated Long-Term Incentive Plan

(Full title of the plan)

Thomas M. Duffy, Esq.

Executive Vice President, Secretary and General Counsel

Allied Holdings, Inc.

160 Clairemont Avenue, Suite 200

Decatur, Georgia 30030

(404) 373-4285

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

CALCULATION OF REGISTRATION FEE

Title of each class of	Amount to	Proposed	Proposed	Amount of
	be	maximum	maximum	registration
		offering price	aggregate	fee
		per		
securities to be registered	registered(1)(2)	share (3)	offering price (3)	

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Common Stock, no par value per share	150,000 shares	\$	2.11	\$	316,500	\$	37.25
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- (1) Pursuant to General Instruction E of Form S-8, this Registration Statement covers the registration of 150,000 shares of Common Stock in addition to shares previously registered under Registration Statement No. 333-51104 and Registration Statement No. 333-91942.
 - (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions as provided in the Allied Holdings, Inc. Amended and Restated Long-Term Incentive Plan.
 - (3) Estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(h)(1) under the Securities Act, on the basis of the average of the high and low sales prices of \$2.11 and \$2.11 per share for the Common Stock as reported on the American Stock Exchange on April 15, 2005.
- As permitted by Rule 429 under the Securities Act of 1933, the prospectus related to this Registration Statement also covers securities registered under Registration Statement No. 333-51104 and Registration Statement No. 333-91942.
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Part II Information Required in the Registration Statement

This Registration Statement on Form S-8 is being filed to register 150,000 additional shares of common stock, no par value per share (the Common Stock), of Allied Holdings, Inc. which have been reserved for issuance under the Allied Holdings, Inc. Amended and Restated Long-Term Incentive Plan (the Plan). A total of 2,000,000 shares of the Common Stock reserved under the Plan have previously been registered on Registration Statements on Form S-8 (Registration No. 333-51104, filed on June 6, 2001 and Registration No. 333-91942, filed on July 3, 2002) (collectively, the Original Form S-8s). Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the Original Form S-8s are hereby incorporated by reference herein, and the opinions and consents listed at Item 8 below are annexed hereto.

Item 8. Exhibits.

Exhibit No.	Description
5	Opinion of Thomas M. Duffy, Esq.
23(a)	Consent of KPMG LLP.
23(c)	Consent of Thomas M. Duffy, Esq. (contained in opinion filed in Exhibit 5).
24	Powers of Attorney (contained on the signature page hereof).

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Decatur, State of Georgia, on this 20th day of April, 2005.

Allied Holdings, Inc.

By: /s/ Hugh E. Sawyer
Hugh E. Sawyer
President and Chief Executive Officer
(principal executive officer)

By: /s/ Thomas H. King
Thomas H. King
Executive Vice President and
Chief Financial Officer
(principal financial and accounting
officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas M. Duffy, Thomas H. King and Hugh E. Sawyer, and each of them (with full power in each to act alone), his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed by the following persons in the capacities indicated below on this 20th day of April, 2005.

Signature

Title

/s/ Robert J. Rutland

Chairman and Director

Robert J. Rutland

Signature

/s/ David G. Bannister

Director

Title

David G. Bannister

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INDEX TO EXHIBITS

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