

BARNES GROUP INC  
Form 424B3  
May 28, 2008  
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**PROSPECTUS SUPPLEMENT NO. 8**  
**(To Prospectus dated April 9, 2007)**

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-141968  
**\$100,000,000**

**3.375% Convertible Senior Subordinated Notes due 2027 and  
shares of Common Stock issuable upon conversion thereof**

**The Notes and Common Stock**

On March 12, 2007, we issued and sold \$100,000,000 aggregate principal amount of our 3.375% Convertible Senior Subordinated Notes due 2027 in a private offering.

Interest on the notes is payable on March 15 and September 15 of each year, beginning September 15, 2007.

The notes mature on March 15, 2027 unless earlier converted, redeemed or repurchased.

The selling security holders identified in this prospectus will use this prospectus to resell the notes and the underlying shares of our common stock issuable upon conversion of the notes. If required, we will set forth the names of any other selling security holders in a prospectus supplement or post-effective amendment to the registration statement of which this prospectus is a part.

We will not receive any proceeds from the sale of the notes or shares of common stock issuable upon conversion of the notes by any of the selling security holders. The notes and the shares of common stock may be offered in negotiated transactions or otherwise, at market prices prevailing at the time of sale or at negotiated prices. In addition, shares of our common stock may be offered from time to time through ordinary brokerage transactions on the New York Stock Exchange. See Plan of Distribution.

**Conversion Notes**

Holder may convert the notes into shares of our common stock at a conversion rate of 34.9161 shares per \$1,000 principal amount of notes, subject to adjustment, before the close of business on March 12, 2027 under the following circumstances:

1. during any fiscal quarter commencing after March 31, 2007, if the closing sale price of our common stock exceeds 130% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter;
- 2.

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prior to September 15, 2026, during the five business day period after any five consecutive trading day period, or measurement period, in which the trading price per \$1,000 principal amount of notes for each day of such measurement period was less than 98% of the product of the closing price of our common stock and the applicable conversion rate for the notes;

3. if the notes have been called for redemption and the redemption has not yet occurred; or
4. upon the occurrence of certain corporate transactions.

### Redemption and Repurchase of the Notes

Prior to March 20, 2014, the notes are not redeemable. On or after March 20, 2014, we may, at our option, redeem some or all of the notes for cash, at any time, upon at least 30 days' notice at a price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest, including contingent interest and additional amounts, if any, up to but not including the date of redemption.

Holders may require us to repurchase for cash all or a portion of the notes on March 15, 2014, March 15, 2017 and March 15, 2022 at a repurchase price equal to 100% of the principal amount of the notes to be repurchased plus accrued and unpaid interest, including contingent interest and additional amounts, if any, up to but not including, the date of repurchase.

### Ranking of the Notes

The notes are our direct, unsecured senior subordinated debt obligations and rank junior in right of payment with all of our existing and future senior indebtedness and equal in right of payment with any other present or future senior subordinated indebtedness, including our 3.75% Convertible Senior Subordinated Notes due 2025. The notes effectively rank junior in right of payment to the existing and future indebtedness and other liabilities of our subsidiaries, including trade payables.

### Listing

The notes issued in the initial private offering are eligible for trading in the Private Offerings, Resales and Trading through Automatic Linkages Market, commonly referred to as the PORTAL Market, of The National Association of Securities Dealers, Inc. However, the notes sold using this prospectus will no longer be eligible for trading in the PORTAL system. We do not intend to list the notes for trading on any automated interdealer quotation system or national securities exchange.

Our common stock is traded on the New York Stock Exchange under the symbol "B". On May 27, 2008, the last reported sale price of our common stock on the New York Stock Exchange was \$30.72 per share.

This prospectus supplement, which supplements Barnes Group Inc.'s prospectus dated April 9, 2007, relates to resales by selling security holders of \$100,000,000 in aggregate principal amount of Barnes Group Inc.'s 3.375% Convertible Senior Subordinated Notes Due 2027 and the shares of Barnes Group Inc. common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the accompanying prospectus and the information incorporated by reference which is filed from time to time by Barnes Group Inc. with the Securities and Exchange Commission.

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*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.*

**Investing in our securities involves risks. See Risk Factors beginning on page 13 of the accompanying prospectus and information incorporated by reference to filings made by Barnes Group Inc. with the Securities and Exchange Commission.**

The date of this prospectus supplement is May 28, 2008.

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This prospectus supplement, dated May 28, 2008, amends and supplements the accompanying prospectus dated April 9, 2007, which is a part of a registration statement (No. 333-141968) we filed with the Securities and Exchange Commission, or SEC, using an automatic shelf registration process. Under this automatic shelf registration process, the selling security holders may, from time to time, offer notes or shares of our common stock issued upon conversion of the notes owned by them. Each time the selling security holders offer notes or common stock under this prospectus, they are required to provide to potential investors a copy of the prospectus and a copy of any prospectus supplements. You should read both the prospectus and all prospectus supplements, together with the information incorporated by reference in the accompanying prospectus. See Where You Can Find More Information in the accompanying prospectus for more information.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with information different from the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. This document may be used only in jurisdictions where offers and sales of these securities are permitted. You should not assume that information contained in this prospectus supplement or the accompanying prospectus or in any document incorporated by reference is accurate as of any date other than the date of the document that contains the information, regardless of when this prospectus supplement and the accompanying prospectus is delivered or when any sale of our securities occurs.

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This prospectus supplement identifies one or more additional selling securities holders in accordance with the rules of the Securities and Exchange Commission. Except as amended by this prospectus supplement or by information incorporated by reference, you should refer to the accompanying prospectus for a description of the notes and our common stock and other information about us and our securities. We use certain terms in this prospectus supplement with the meaning given to them in the accompanying prospectus.

Our principal executive offices are located at 123 Main Street, Bristol, Connecticut 06010. Our telephone number is (860) 583-7070. Our common stock is listed on the New York Stock Exchange under the symbol B. We maintain a website at [www.barnesgroupinc.com](http://www.barnesgroupinc.com), however, the information on our website is not part of this prospectus, and you should only rely on the information contained in this prospectus and in the documents incorporated by reference into this prospectus when making a decision as to whether to invest or not to invest in our securities.

**SELLING SECURITY HOLDERS**

The information set forth in the following table hereby supersedes the table appearing under the heading *Selling Security Holders* in the accompanying prospectus and the information in the paragraph following the footnotes to the table supplements the *Selling Security Holder* section of the accompanying prospectus. The information regarding the selling security holders listed below was furnished to us by such selling security holders on or before May 27, 2008.

Name of Beneficial Owner <sup>(1)</sup>	Principal Amount Of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering <sup>(2)</sup>	Conversion Shares of Common Stock Offered <sup>(3)</sup>	Common Stock Beneficially Owned Upon Completion of the Offering	
					Number of Shares of Common Stock	Percentage of Shares of Common Stock Outstanding <sup>(4)</sup>
Royal Bank of Canada	8,176,000	8.18%		285,474		
MacKay Shields LLC <sup>(5)</sup>	8,000,000	8.00%		279,328		
Vanguard Convertible Securities Fund, Inc. <sup>(6)</sup>	6,080,000	6.08%		212,289		
Vicis Capital Master Fund <sup>(7)</sup>	6,000,000	6.00%		209,496		
Citadel Equity Fund, Ltd. <sup>(8)</sup>	5,000,000	5.00%		174,580		
Wachovia Securities International Ltd. <sup>(9)</sup>	5,000,000	5.00%		174,580		
Calamos Market Neutral Income Fund						
Calamos Investment Trust <sup>(10)</sup>	4,000,000	4.00%		139,664		
Argent Classic Convertible Arbitrage Fund Ltd. <sup>(11)</sup>	3,580,000	3.58%		124,999		

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Name of Beneficial Owner <sup>(1)</sup>	Principal Amount Of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering <sup>(2)</sup>	Conversion Shares of Common Stock Offered <sup>(3)</sup>	Common Stock Beneficially Owned Upon Completion of the Offering	
					Number of Shares of Common Stock	Percentage of Shares of Common Stock Outstanding <sup>(4)</sup>
KBC Financial Products USA Inc. <sup>(12)</sup>	3,500,000	3.50%		122,206		
Zazove Convertible Arbitrage Fund, L.P. <sup>(13)</sup>	3,500,000	3.50%		122,206		
Nuveen Preferred & Convertible Fund JQC <sup>(14)</sup>	3,340,000	3.34%		116,619		
D.E. Shaw Valence Portfolios, L.L.C. <sup>(15)</sup>	3,000,000	3.00%		104,748		
Virginia Retirement System <sup>(6)</sup>	2,815,000	2.82%		98,288		
Chrysler Corporation Master Retirement Trust <sup>(6)</sup>	2,745,000	2.75%		95,844		
Highbridge International LLC <sup>(16)</sup>	2,600,000	2.60%		90,781		
Nuveen Preferred & Convertible Income Fund JPC <sup>(14)</sup>	2,355,000	2.36%		82,227		
Zazove Hedged Convertible Fund, L.P. <sup>(13)</sup>	2,050,000	2.05%		71,578		
Polygon Global Opportunities Master Fund <sup>(17)</sup>	2,000,000	2.00%		69,832		
Mohican VCA Master Fund, Ltd. <sup>(18)</sup>	1,750,000	1.75%		61,103		
Peoples Benefit Life Insurance Company Teamsters <sup>(19)</sup>	1,500,000	1.50%		52,374		
San Diego County Employees Retirement Association <sup>(20)</sup>	1,500,000	1.50%		52,374		
SSI Hedged Convertible Opportunity Fund <sup>(21)</sup>	1,213,000	1.21%		42,353		

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Name of Beneficial Owner <sup>(1)</sup>	Principal Amount Of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering <sup>(2)</sup>	Conversion Shares of Common Stock Offered <sup>(3)</sup>	Common Stock Beneficially Owned Upon Completion of the Offering	
					Number of Shares of Common Stock	Percentage of Shares of Common Stock Outstanding <sup>(4)</sup>
Allstate Insurance Company <sup>(22)</sup>	1,000,000	1.00%	20,500	34,916	20,500	*
S.A.C. Arbitrage Fund, LLC <sup>(23)</sup>	1,000,000	1.00%		34,916		
Institutional Benchmarks Series (Master Feeder) Ltd. <sup>(20)</sup>	900,000	*		31,424		
Boilermakers Blacksmith Pension Trust <sup>(14)</sup>	880,000	*		30,726		
Arkansas PERS <sup>(14)</sup>	805,000	*		28,107		
DBAG London <sup>(24)</sup>	730,000	*		25,488		
HFR CA Select Master Trust Fund <sup>(20)</sup>	700,000	*		24,441		
Argent Classic Convertible Arbitrage Fund L.P. <sup>(11)</sup>	640,000	*		22,346		
Delaware Public Employees Retirement System <sup>(6)</sup>	560,000	*		19,553		
Xavex Convertible Arbitrage Fund <sup>(11)</sup>	500,000	*		17,458		
TQA Master Fund Ltd. <sup>(25)</sup>	475,000	*		16,585		
FPL Group Employees Pension Plan <sup>(14)</sup>	430,000	*		15,013		
United Technologies Corporation Master Retirement Trust <sup>(21)</sup>	412,000	*		14,385		
Highbridge Convertible Arbitrage Master Fund LP <sup>(16)</sup>	400,000	*		13,966		
OCM Convertible Trust <sup>(6)</sup>	345,000	*		12,046		

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Name of Beneficial Owner <sup>(1)</sup>	Principal Amount Of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering <sup>(2)</sup>	Conversion Shares of Common Stock Offered <sup>(3)</sup>	Common Stock Beneficially Owned Upon Completion of the Offering	
					Number of Shares of Common Stock	Percentage of Shares of Common Stock Outstanding <sup>(4)</sup>
Louisiana CCRF <sup>(14)</sup>	300,000	*		10,474		
TQA Master Plus Fund Ltd. <sup>(25)</sup>	271,000	*		9,462		
Absolute Strategies Fund, Forum Funds Trust <sup>(26)</sup>	250,000	*		8,729		
Credit Suisse Securities (USA) LLC <sup>(27)</sup>	200,000	*		6,983		
US Bank FBO Essentia Health Systems <sup>(14)</sup>	200,000	*		6,983		
Zurich Institutional Benchmarks Master Fund Ltd. c/o TQA Investors, LLC <sup>(26)</sup>	180,000	*		6,284		
Hotel Union & Hotel Industry of Hawaii Pension Plan Master Trust <sup>(21)</sup>	167,000	*		5,830		
SSI Hedge Convertible Income Fund <sup>(21)</sup>	167,000	*		5,830		
CASAM Argent Classic Convertible Arbitrage Fund <sup>(11)</sup>	160,000	*		5,586		
Delta Air Lines Master Trust CV <sup>(9)</sup>	159,000	*		5,551		
Elite Classic Convertible Arbitrage Ltd. <sup>(11)</sup>	150,000	*		5,237		
F.M. Kirby Foundation, Inc. <sup>(6)</sup>	150,000	*		5,237		
UnumProvident Corporation <sup>(6)</sup>	135,000	*		4,713		

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Name of Beneficial Owner <sup>(1)</sup>	Principal Amount Of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering <sup>(2)</sup>	Conversion Shares of Common Stock Offered <sup>(3)</sup>	Common Stock Beneficially Owned Upon Completion of the Offering	
					Number of Shares of Common Stock	Percentage of Shares of Common Stock Outstanding <sup>(4)</sup>
Qwest Occupational Health Trust <sup>(6)</sup>	110,000	*		3,840		
Alabama Children's Hospital Foundation <sup>(14)</sup>	100,000	*		3,491		
McMahan Securities Co., L.P. <sup>(28)</sup>	100,000	*		3,491		
Absolute Strategies Fund <sup>(21)</sup>	98,000	*		3,421		
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust <sup>(6)</sup>	95,000	*		3,317		
OCM Global Convertible Securities Fund <sup>(6)</sup>	95,000	*		3,317		
Argent Classic Convertible Arbitrage Fund II, L.P. <sup>(11)</sup>	90,000	*		3,142		
Microsoft Capital Group, L.P. <sup>(6)</sup>	90,000	*		3,142		
LDG Limited <sup>(29)</sup>	74,000	*		2,583		
International Truck & Engine Corporation Retiree Health Benefit Trust <sup>(6)</sup>	60,000	*		2,094		
Viacom Inc. Pension Plan Master Trust <sup>(21)</sup>	60,000	*		2,094		
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust <sup>(6)</sup>	45,000	*		1,571		

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Name of Beneficial Owner <sup>(1)</sup>	Principal Amount Of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering <sup>(2)</sup>	Conversion Shares of Common Stock Offered <sup>(3)</sup>
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