

Mechel OAO
Form 8-A12B
May 07, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Mechel OAO
(Exact name of registrant as specified in its charter)

Russian Federation
(State or Other Jurisdiction of
Incorporation or Organization)

Not Applicable
(I.R.S. Employer
Identification Number)

**Krasnoarmeyskaya 1
Moscow 125993
Russian Federation**
(Address, including Zip Code, of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| American Depositary Shares (ADSs), each representing one-half of a Preferred Share | New York Stock Exchange |
| Preferred Shares, par value 10 rubles per share | New York Stock Exchange* |

* Not for trading,
but only in
connection with
the listing of the
ADSs on the
New York
Stock
Exchange. Each
ADS represents
the right to
receive one-half
of a Preferred
Share. The
ADSs have been
registered under
the Securities
Act of 1933, as
amended,

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pursuant to a
separate
registration
statement on
Form F-6.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box

Securities Act registration statement file number to which this form relates: **333-166309**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the securities to be registered by this Form 8-A is hereby incorporated by reference to the descriptions that appear (i) under the captions "Description of Preferred Shares" and "Description of Preferred American Depositary Shares" in the prospectus dated April 26, 2010 included in the registrant's registration statement on Form F-3 (File No. 333-166309), as filed with the Securities and Exchange Commission (the "Commission") on April 27, 2010 and (ii) under "Item 10. Charter and Certain Requirements of Russian Legislation" in the registrant's annual report on Form 20-F (File No. 001-32328) for the year ended December 31, 2009, as filed with the Commission on April 26, 2010 (the "Annual Report").

Item 2. Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

- | | |
|----|--|
| 1. | Charter of Mechel OAO registered on February 20, 2007 ⁽¹⁾ |
| 2. | Amendment to Charter of Mechel OAO registered on August 27, 2007 ⁽²⁾ |
| 3. | Amendment to Charter of Mechel OAO registered on May 7, 2008 ⁽³⁾ |
| 4. | Amendment to Charter of Mechel OAO registered on May 29, 2008 ⁽⁴⁾ |
| 5. | Amendment to Charter of Mechel OAO registered on May 7, 2009 ⁽⁵⁾ |
| 6. | Amendment to Charter of Mechel OAO registered on July 17, 2009 ⁽⁶⁾ |
| 7. | Amendment to Charter of Mechel OAO registered on August 24, 2009 ⁽⁷⁾ |
| 8. | Amendment to Charter of Mechel OAO registered on January 27, 2010 ⁽⁸⁾ |

(1) Incorporated by reference to Exhibit 1.1 to the Annual Report.

(2) Incorporated by reference to Exhibit 1.2 to the Annual Report.

(3) Incorporated by reference to Exhibit 1.3 to the Annual Report.

(4) Incorporated by reference to

Exhibit 1.4 to
the Annual
Report.

- (5) Incorporated by
reference to
Exhibit 1.5 to
the Annual
Report.
- (6) Incorporated by
reference to
Exhibit 1.6 to
the Annual
Report.
- (7) Incorporated by
reference to
Exhibit 1.7 to
the Annual
Report.
- (8) Incorporated by
reference to
Exhibit 1.8 to
the Annual
Report.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Mechel OAO

Date: May 7, 2010

By: /s/ Stanislav A. Ploschenko

Name: Stanislav A. Ploschenko

Title: Chief Financial Officer