

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**

**HAWK CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**34-1608156**  
(I.R.S. Employer Identification No.)

**200 Public Square, Suite 30-5000, Cleveland, Ohio**  
(Address of Principal Executive Offices)

**44114**  
(Zip Code)

**Hawk Motors, Inc. Employees' 401(k) Plan**  
**(formerly Hutchinson Products Corporation Employees' 401(k) Plan)**  
**Quarter Master Industries, Inc. Profit Sharing Plan and Trust**  
(Full Title of the Plans)

Ronald E. Weinberg  
Chairman of the Board and  
Chief Executive Officer  
Hawk Corporation  
200 Public Square, Suite 30-5000  
Cleveland, Ohio 44114  
216/861-3553

Copy to:  
Marc C. Krantz, Esq.  
Kohrman Jackson & Krantz P.L.L.  
One Cleveland Center, 20th Floor  
Cleveland, Ohio 44114  
216/696-8700

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

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## PART II

### EXPLANATORY NOTE

This Post-Effective Amendment to Form S-8 is submitted to update the name of the Hawk Motors, Inc. Employees' 401(k) Plan (formerly Hutchinson Products Corporation Employees' 401(k) Plan) as more fully described on Form S-8 filed December 9, 1998 (the "Registration Statement") and to add Quarter Master Industries, Inc. Profit Sharing Plan and Trust to the Registration Statement.

#### Item 8. Exhibits.

- 4.1 Second Amended and Restated Certificate of Incorporation of the Company\*
- 4.2 Amended and Restated Bylaws of the Company\*
- 23.1 Consent of Ernst & Young LLP\*
- 24.1 Reference is made to the Signatures section of this Post-Effective Amendment No. 1 to the Registration Statement for the Power of Attorney contained therein

\* Previously filed or incorporated by reference on the Registration Statement on Form S-8 as filed by the Registrant with the Securities and Exchange Commission on December 9, 1998.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on June 21, 2002.

HAWK CORPORATION

By: Ronald E. Weinberg\*

Ronald E. Weinberg Chairman and  
Chief Executive Officer

Know All Men By These Presents, that Jeffrey H. Berlin and Jack Kemp whose signatures appear below hereby constitute and appoint Ronald Weinberg, and Byron S. Krantz their true and lawful attorneys-in-fact, each acting alone, with full powers of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any or all amendments, including any post-effective amendments, to this registration statement, and to file the same, with 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 substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>Ronald E. Weinberg*</u> Ronald E. Weinberg	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)	June 21, 2002
<u>Norman C. Harbert*</u> Norman C. Harbert	Senior Chairman of the Board, Founder and Director	June 21, 2002
<u>/s/ Jeffrey H. Berlin</u> Jeffrey H. Berlin	President, Chief Operating Officer and Director	June 21, 2002
<u>Thomas A. Gilbride*</u> Thomas A. Gilbride	Vice President-Finance and Treasurer (principal financial and accounting officer)	June 21, 2002
<u>/s/ Byron S. Krantz</u> Byron S. Krantz	Secretary and Director	June 21, 2002
<u>Paul R. Bishop*</u> Paul R. Bishop	Director	June 21, 2002
<u>/s/ Jack Kemp</u> Jack Kemp	Director	June 21, 2002

<u>Dan T. Moore, III*</u> Dan T. Moore, III	Director	June 21, 2002
<u>William J. O'Neill, Jr.*</u> William J. O'Neill, Jr.	Director	June 21, 2002
<u>*By: /s/ Byron S. Krantz</u> Byron S. Krantz Attorney-in-fact		June 21, 2002

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