

VALASSIS COMMUNICATIONS INC

Form S-8 POS

February 05, 2014

As filed with the Securities and Exchange Commission on February 5, 2014

Registration No. 333-191187

Registration No. 333-187800

Registration No. 333-152026

Registration No. 333-171150

Registration No. 333-178331

Registration No. 333-184000

Registration No. 333-52919

Registration No. 333-74263

Registration No. 333-50466

Registration No. 333-87162

Registration No. 333-104072

Registration No. 333-128158

Registration No. 333-142661

Registration No. 33-59670

Registration No. 333-00022

Registration No. 333-00024

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-191187
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Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-87162
Post-Effective Amendment No. 6 to Form S 8 Registration Statement No. 333-104072
Post-Effective Amendment No. 6 to Form S 8 Registration Statement No. 333-128158
Post-Effective Amendment No. 2 to Form S 8 Registration Statement No. 333-142661
Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 33-59670
Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-00022
Post-Effective Amendment No. 2 to Form S 8 Registration Statement No. 333-00024

UNDER

THE SECURITIES ACT OF 1933

VALASSIS COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

33-2760940

(State or other jurisdiction of incorporation)

(IRS Employer Identification Number)

19975 Victor Parkway

48125

Livonia, Michigan

(Address of Principal Executive Offices)

(Zip Code)

**AMENDED AND RESTATED VALASSIS COMMUNICATIONS, INC. 2008 OMNIBUS INCENTIVE
COMPENSATION PLAN**

VALASSIS EMPLOYEES RETIREMENT SAVINGS PLAN

VALASSIS COMMUNICATIONS, INC. 2008 OMNIBUS INCENTIVE COMPENSATION PLAN

VALASSIS COMMUNICATIONS, INC. 1992 LONG-TERM INCENTIVE PLAN

VALASSIS COMMUNICATIONS, INC. NON-EMPLOYEE DIRECTORS STOCK COMPENSATION PLAN

**VALASSIS COMMUNICATIONS, INC. AMENDED AND RESTATED 1992 LONG-TERM INCENTIVE
PLAN**

VALASSIS COMMUNICATIONS, INC. BROAD-BASED INCENTIVE PLAN

VALASSIS COMMUNICATIONS, INC. 2002 LONG-TERM INCENTIVE PLAN

VALASSIS COMMUNICATIONS, INC. 2005 EXECUTIVE RESTRICTED STOCK PLAN

**VALASSIS COMMUNICATIONS, INC. 2005 EMPLOYEE AND DIRECTOR RESTRICTED STOCK
AWARD PLAN**

ADVO, INC. 2006 INCENTIVE COMPENSATION PLAN, AS AMENDED

VALASSIS COMMUNICATIONS, INC. EMPLOYEES 401(K) RETIREMENT SAVINGS PLAN

VALASSIS COMMUNICATIONS, INC. EMPLOYEE STOCK PURCHASE PLAN

**VALASSIS COMMUNICATIONS, INC. EMPLOYEE AND DIRECTOR RESTRICTED STOCK AWARD
PLAN**

VALASSIS COMMUNICATIONS, INC. EXECUTIVE RESTRICTED STOCK AWARD PLAN

(Full title of the plans)

Todd L. Wiseley, Esq.

Valassis Communications, Inc.

19975 Victor Parkway

Livonia, Michigan 48125

(Name and address of agent for service)

(734) 591-3000

(Telephone number, including area code, of agent for service)

Copies to:

Carol Anne Huff

R. Henry Kleeman

Kirkland & Ellis LLP

300 N. LaSalle

Chicago, IL 60654

(312) 862-2163

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

DEREGISTRATION OF SECURITIES

These post-effective amendments (the "Post-Effective Amendments"), filed by Valassis Communications, Inc., a Delaware corporation (the "Company"), remove from registration all shares of common stock, par value \$0.01 per share, of the Company (the "Shares") registered under the following Registration Statements on Form S-8 filed by the Company (the "Registration Statements") with the U.S. Securities and Exchange Commission (the "SEC"), pertaining to the registration of the Shares offered under certain employee benefit and equity plans and agreements.

| No. | Date Filed with the SEC | Name of Equity Plan or Agreement | Shares |
|-----|-------------------------------|----------------------------------|--------|
|-----|-------------------------------|----------------------------------|--------|

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|------------|--------------------|---|-----------|
| 333-191187 | September 16, 2013 | Amended and Restated Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan | 1,816,571 |
| 333-187800 | April 8, 2013 | Valassis Employees Retirement Savings Plan | 750,000 |
| 333-152026 | June 30, 2008 | Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan | 7,268,233 |
| 333-171150 | December 14, 2010 | Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan | 952,032 |
| 333-178331 | December 5, 2011 | Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan | 715,169 |
| 333-184000 | September 20, 2012 | Valassis Communications, Inc. 2008 Omnibus Incentive Compensation Plan | 1,438,116 |
| 333-52919 | May 18, 1998 | Valassis Communications, Inc. 1992 Long-Term Incentive Plan | 750,000 |
| 333-74263 | March 11, 1999 | Valassis Communications, Inc. Amended and Restated 1992 Long-Term Incentive Plan | 3,325,000 |
| 333-50466 | November 22, 2000 | Valassis Communications, Inc. Broad-Based Incentive Plan | 485,000 |

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|------------|-------------------|--|-----------|
| 333-87162 | April 29, 2002 | Valassis Communications, Inc. Broad-Based Incentive Plan | 1,030,000 |
| | | Valassis Communications, Inc. Amended and Restated 1992 Long-Term Incentive Plan | 2,390,000 |
| 333-104072 | March 27, 2003 | Valassis Communications, Inc. 2002 Long-Term Incentive Plan | 3,500,000 |
| 333-128158 | September 7, 2005 | Valassis Communications, Inc. 2005 Executive Restricted Stock Plan | 150,000 |
| | | Valassis Communications, Inc. 2005 Employee and Director Restricted Stock Award Plan | 150,000 |
| | | Valassis Communications, Inc. Broad-Based Incentive Plan | 650,000 |
| 333-142661 | May 7, 2007 | ADVO, Inc. 2006 Incentive Compensation Plan, As Amended | 8,022,331 |
| 33-59670 | March 17, 1993 | Valassis Communications, Inc. 1992 Long-Term Incentive Plan | 2,788,947 |
| | | Valassis Communications, Inc. Non-Employee Directors Stock Compensation Plan | |
| 333-00022 | January 3, 1996 | Valassis Communications, Inc. 1992 Long-Term Incentive Plan | 250,000 |
| 333-00024 | January 3, 1996 | Valassis Communications, Inc. Employees 401(K) Retirement Savings Plan | 750,000 |
| | | Valassis Communications, Inc. Employee Stock Purchase Plan | |
| | | Valassis Communications, Inc. Employee and Director Restricted Stock Award Plan | |
| | | Valassis Communications, Inc. Executive Restricted Stock Award Plan | |

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On December 17, 2013, the Company entered into an Agreement and Plan of Merger with Harland Clarke Holdings Corp., a Delaware corporation (Parent), and V Acquisition Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (Purchaser), providing for, among other things, the merger of Purchaser with and into the Company with the Company becoming a wholly owned subsidiary of Parent (the Merger) pursuant to Section 251(h) of the Delaware General Corporation Law. The Merger became effective on February 4, 2014, pursuant to the Certificate of Merger filed with the Secretary of State of the State of Delaware.

As a result of the Merger, the Company has terminated all offerings of its Shares pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any Shares which remain unsold at the termination of the offering, the Company hereby removes from registration all Shares registered under the Registration Statements that remain unsold as of the date hereof and terminates the effectiveness of the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Livonia, State of Michigan, on February 5, 2014. No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933.

VALASSIS COMMUNICATIONS, INC.

By: /s/ Robert A. Mason
Robert A. Mason

Chief Executive Officer