

PNM RESOURCES INC  
Form S-8 POS  
September 28, 2016

As filed with Securities and Exchange Commission on September 28, 2016  
Registration No. 333-03289-99

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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PNM RESOURCES, INC.  
(Exact name of registrant as specified in its charter)  
New Mexico 85-0468296  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

414 Silver Ave. SW, Albuquerque, New Mexico 87102  
(Address of Principal Executive Offices) (Zip Code)

PNM Resources, Inc. Director Retainer Plan  
(Full title of the plan)

Patrick V. Apodaca, Esq.  
Senior Vice President, General Counsel & Secretary  
414 Silver Ave. SW  
Albuquerque, New Mexico 87102-3289  
(505) 241-2700  
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Leonard D. Sanchez, Esq.  
Associate General Counsel  
PNM Resources, Inc.  
414 Silver Ave. SW  
Albuquerque, New Mexico 87102-3289  
Telephone: (505) 241-4941  
Fax: (505) 241-2338

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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. (Check one):

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Large

accelerated  
filer

Accelerated filer " Non-accelerated filer "

Smaller reporting company "

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(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

PNM Resources, Inc., a New Mexico corporation (the “Company”), is filing this post-effective amendment to deregister the securities originally registered by the Company (as successor registrant to Public Service Company of New Mexico) under Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-03289-99) that the Company filed with the Securities and Exchange Commission (the “Commission”) on December 31, 2001 (the “2001 Registration Statement”). The 2001 Registration Statement registered the potential issuance of 88,488 shares (subsequently adjusted to 132,732 shares as an automatic result of the 3 for 2 stock split that occurred on June 11, 2004) of the Company’s common stock under the PNM Resources, Inc. Director Retainer Plan (the “Plan”).

The Plan provided that stock option grants could be made under the Plan until July 1, 2005 and that the Plan would continue in effect thereafter until all matters relating to the stock option grants and administration of the Plan have been settled. All stock options granted under the Plan were exercised or lapsed as of May 17, 2015 and all matters relating to administration of the Plan have been settled. Accordingly, and because no future issuances of the Company’s common stock will occur under the Plan, the Company hereby deregisters all unissued shares of the Company’s common stock formerly registered for issuance under the 2001 Registration Statement.

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## 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 Post-Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on this 28th day of September, 2016.

PNM RESOURCES, INC.

By:           /s/ P. K. Collawn            
P. K. Collawn  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ P. K. Collawn P. K. Collawn	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)	September 28, 2016
/s/ C. N. Eldred C. N. Eldred	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 28, 2016
/s/ J. D. Tarry J. D. Tarry	Vice President and Corporate Controller (Principal Accounting Officer)	September 28, 2016
/s/ N. P. Becker N. P. Becker	Director	September 28, 2016
/s/ E. R. Conley E. R. Conley	Director	September 28, 2016
/s/ S. M. Gutierrez S. M. Gutierrez	Director	September 28, 2016
/s/ A. J. Fohrer A. J. Fohrer	Director	September 28, 2016
/s/ M. T. Mullarkey M. T. Mullarkey	Director	September 28, 2016
/s/ D. K. Schwanz D. K. Schwanz	Director	September 28, 2016
/s/ B. W. Wilkinson B. W. Wilkinson	Director	September 28, 2016



THE PLAN. Pursuant to the requirements of the Securities Act, the Nominating and Governance Committee of the Board of Directors of PNM Resources, Inc. (which administered the PNM Resources, Inc. Director Retainer Plan) has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on the Plan's behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on September 28, 2016.

PNM Resources, Inc. Director Retainer Plan

By: /s/ S. M. Gutierrez  
S. M. Gutierrez  
Chair of the Nominating and Governance Committee