

Motorola Mobility Holdings, Inc  
Form S-8 POS  
May 24, 2012

As filed with the U.S. Securities and Exchange Commission on May 24, 2012

Registration No. 333-171476

**UNITED STATES**  
**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*

**MOTOROLA MOBILITY HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**27-2780868**  
(I.R.S. Employer

Identification Number)

**600 North US Highway 45**

**Libertyville, IL 60048**

**(847) 523-5000**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Motorola Mobility Holdings, Inc. Legacy Incentive Plan**

**Motorola Mobility Holdings, Inc. 2011 Incentive Compensation Plan**

(Full Title of the Plan)

**Kent Walker, Esq.**

**Donald S. Harrison, Esq.**

**Motorola Mobility Holdings, Inc.**

**c/o Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

(Name, Address, and Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

**Michael J. Albano, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

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New York, NY 10006

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

Non-accelerated filer

Accelerated filer

Smaller Reporting Company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) relates to the Registration Statement on Form S-8 (File No. 333-171476) filed by Motorola Mobility Holdings, Inc. (the Registrant ) with the U.S. Securities and Exchange Commission on December 30, 2010 (the Registration Statement ) registering 68,000,000 shares of the Registrant's common stock (the Shares ), par value \$0.01 per share, to be issued pursuant to the Motorola Mobility Holdings, Inc. Legacy Incentive Plan and the Motorola Mobility Holdings, Inc. 2011 Incentive Compensation Plan.

On August 15, 2011, the Registrant, Google Inc. (Google ) and RB98 Inc. (RB98 ), a wholly-owned subsidiary of Google, entered into an Agreement and Plan of Merger (the Merger Agreement ). The Merger Agreement contemplated that RB98 would be merged with and into the Registrant (the Merger ) and that the Registrant would be the surviving company in the Merger. The Merger became effective on May 22, 2012 (the Effective Date ) as a result of filing the Certificate of Merger with the Secretary of State of the State of Delaware.

Pursuant to the Merger Agreement, on the Effective Date each share of common stock of the Registrant issued and outstanding immediately prior to the Merger was cancelled (other than (a) shares owned by Google, RB98 or any wholly-owned subsidiary of Google or the Registrant, (b) shares held in the treasury of the Registrant, and (c) shares held by stockholders who properly exercised their appraisal rights under Delaware law) and converted into the right to receive \$40.00 in cash, without interest and less any applicable withholding taxes. In connection with the Merger, the Registrant is terminating all of its offerings of securities pursuant to its existing registration statements, including the Registration Statement.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all of the Shares that remain unsold or otherwise unissued and to terminate the effectiveness of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on May 24, 2012.

MOTOROLA MOBILITY HOLDINGS, INC.

By: /s/ DENNIS WOODSIDE  
Dennis Woodside  
*Chief Executive Officer, President and Secretary*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ DENNIS WOODSIDE Dennis Woodside	Chief Executive Officer, President and Secretary ( <i>Principal Executive Officer</i> )	May 24, 2012
/s/ VANESSA WITTMAN Vanessa Wittman	Chief Financial Officer and Treasurer  ( <i>Principal Financial and Accounting Officer</i> )	May 24, 2012
/s/ DONALD S. HARRISON Donald S. Harrison	Assistant Secretary and Director	May 24, 2012
/s/ PATRICK PICHETTE Patrick Pichette	Director	May 24, 2012
/s/ KENT WALKER Kent Walker	Assistant Secretary and Director	May 24, 2012