

Kraton Performance Polymers, Inc.  
Form S-8 POS  
June 03, 2016

As filed with the Securities and Exchange Commission on June 3, 2016  
Registration No. 333-163893

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

Kraton Performance Polymers, Inc.  
(Exact name of registrant as specified in its charter)

Delaware	15710 John F. Kennedy Blvd. Suite 300 Houston, Texas 77032 (281) 504-4700	20-0411521
(State or other jurisdiction of incorporation or organization)	(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)	(I.R.S. Employer Identification No.)

Polymer Holdings LLC 2009 Equity Incentive Plan  
(Full title of the plan) \_\_\_\_\_  
James L. Simmons  
General Counsel  
Kraton Performance Polymers, Inc.  
15710 John F. Kennedy Blvd.  
Suite 300  
Houston, Texas 77032  
Telephone: (281) 504-4700  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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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#### EXPLANATORY NOTES

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-163893 (the “2009 Registration Statement”), is being filed to deregister certain shares of Kraton Performance Polymers, Inc.'s (the “Company”) common stock, par value \$0.01 per share (the “Shares”) that were registered for issuance pursuant to the Polymer Holdings LLC 2009 Equity Incentive Plan (the “2009 Plan”). The 2009 Registration Statement registered 4,350,000 Shares issuable pursuant to the 2009 Plan to employees, independent contractors and non-employee directors of the Company. The 2009 Registration Statement is hereby amended to deregister the 436,904 Shares that were previously registered and that remain unissued under the 2009 Plan.

#### Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the 2009 Registration Statement, the Company is filing a Registration Statement on Form S-8 (the “New Registration Statement”) to register Shares issuable under the Company's 2016 Equity and Cash Incentive Plan, which replaces the 2009 Plan. In accordance with Rule 457(p) under the Securities Act of 1933, as amended, and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 1 to the 2009 Registration Statement is also being filed to carry over to the New Registration Statement the \$421.54 portion of the registration fee previously paid by the Company in connection with the 436,904 Shares unissued pursuant to the 2009 Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on the 3rd day of June 2016.

Kraton Performance Polymers, Inc.

By: /S/ KEVIN M. FOGARTY

Name: Kevin M. Fogarty

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated on the 3rd day of June 2016.

Signature

Title

/S/ KEVIN M. FOGARTY

President, Chief Executive Officer and a Director  
(Principal Executive Officer)

Kevin M. Fogarty

/S/ STEPHEN E. TREMBLAY

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Stephen E. Tremblay

/S/ CHRIS H. RUSSELL

Chief Accounting Officer  
(Principal Accounting Officer)

Chris H. Russell

/S/ ANNA C. CATALANO

Director

Anna C. Catalano

/S/ STEVEN J. DEMETRIOU

Director

Steven J. Demetriou

/S/ DOMINIQUE FOURNIER

Director

Dominique Fournier

/S/ JOHN J. GALLAGHER, III

Director

John J. Gallagher

/S/ BARRY J. GOLDSTEIN

Director

Barry J. Goldstein

/S/ FRANCIS S. KALMAN

Director

Francis S. Kalman

/S/ DAN F. SMITH

Director

Dan F. Smith

/S/ KAREN A. TWITCHELL

Director

Karen A. Twitchell