

ATC Technology CORP
Form S-8 POS
October 25, 2010

As filed with the Securities and Exchange Commission on October 25, 2010

Registration No. 333-126074

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

ATC Technology Corporation

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

1400 Opus Place, Suite 600

Identification Number)

Downers Grove, IL 60515

(630) 271-8100

(Address, including zip code, and telephone number,

including area code, of Registrants principal executive offices)

Aftermarket Technology Corp.

The Executive Nonqualified Excess Plan

(Full title of the plan)

Joseph Salamunovich, Esq.

Vice president, General Counsel and Secretary

ATC Technology Corporation

1400 Opus Place, Suite 600

Downers Grove, IL

(630) 271-8100

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

Copies of all communications, including all communications sent to agent for service, should be sent to:

James K. Goldberg

Thorp Reed & Armstrong LLP

One Oxford Center, 14th Floor

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301 Grant Street

Pittsburgh, PA 15219

(412) 394-7739

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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 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

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-126074) (the "Registration Statement") of ATC Technology Corporation, a Delaware corporation ("ATC"), which was filed with the Securities and Exchange Commission on June 23, 2005. The Registration Statement was filed in connection with an aggregate amount of \$6,920,000 of deferred compensation obligations of ATC relating to the Aftermarket Technology Corp. Executive Nonqualified Excess Plan (the "Excess Plan").

On July 18, 2010, ATC entered into the Agreement and Plan of Merger (the "Merger Agreement") with Genco Distribution System, Inc. ("Parent"), a Pennsylvania corporation, and Transformers Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Parent ("Merger Sub").

On October 22, 2010 (the "Effective Time"), pursuant to the terms of the Merger Agreement, among other things, Merger Sub was merged with and into ATC, with ATC remaining as the surviving corporation of the merger (the "Merger"). As a result of the Merger, ATC became a wholly-owned subsidiary of Parent and each share of ATC Common Stock issued and outstanding immediately prior to the Effective Time (other than Excluded Shares (as defined in the Merger Agreement) and Dissenting Shares (as defined in the Merger Agreement)), but including any restricted shares of ATC Common Stock granted under any of the Company Equity Plans (as defined in the Merger Agreement)) was converted into the right to receive \$25 in cash, without interest. All shares of ATC Common Stock that were so converted were automatically cancelled.

As a result of the foregoing, ATC is terminating the offerings of deferred compensation obligations under the Excess Plan. In accordance with an undertaking made by ATC in the Registration Statement to remove from registration, by means of a post-effective amendment, any deferred compensation obligations of ATC relating to the Excess Plan that remain unissued at the termination of the offering, ATC hereby removes from registration all deferred compensation obligations registered under the Registration Statement which remained unissued as of the Effective Time.

SIGNATURES

The Registrant. 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. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Downers Grove, State of Illinois, on October 22, 2010.

ATC Technology Corporation

By: /s/ JOSEPH SALAMUNOVICH
Name: **Joseph Salamunovich**
Title: **Vice President, General Counsel and Secretary**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 has been signed below on October 22, 2010 by the following persons in the capacities indicated:

Signature	Title
/s/ EDWARD STEWART Edward Stewart	Chairman of the Board
/s/ ROBERT L. EVANS Robert L. Evans	Director
/s/ CURTLAND E. FIELDS Curtland E. Fields	Director
/s/ DR. MICHAEL J. HARTNETT Dr. Michael J. Hartnett	Director
/s/ MICHAEL D. JORDAN Michael D. Jordan	Director
/s/ TODD R. PETERS Todd R. Peters	President, Chief Executive Officer and Director
/s/ S. LAWRENCE PRENDERGAST S. Lawrence Prendergast	Director