

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**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-187800**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-152026**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-171150**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-178331**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-184000**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-52919**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-74263**  
**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-50466**  
**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

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