

DEUTSCHE TELEKOM AG  
Form S-8 POS  
June 21, 2010

---

---

As filed with the Securities and Exchange Commission on June 21, 2010

Registration No. 333-13570  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

---

DEUTSCHE TELEKOM AG  
(Exact Name of Registrant as Specified in its Charter)

---

Federal Republic of Germany  
(State or Other Jurisdiction of Incorporation  
or Organization)

None  
(IRS Employer Identification No.)

Friedrich-Ebert-Allee 140, 53113 Bonn, Germany  
(Address of Principal Executive Offices)

2000 Management Incentive Stock Option Plan  
Powertel Inc. 2000 Stock Option and Incentive Plan  
Powertel Inc. Amended and Restated 1991 Stock Option Plan  
Amended Non-Employee Stock Option Plan  
(Full title of the plan)

---

Deutsche Telekom, Inc.  
Attn: Klaus-Peter Statz  
President & CEO  
14 Wall Street, Suite 6B  
New York, New York 10005  
+1 212 424 2900

Edgar Filing: DEUTSCHE TELEKOM AG - Form S-8 POS

(Name, address 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):

Large accelerated  
filer

Accelerated filer

Non-accelerated  
filer

Smaller reporting  
company

---

---

---

#### DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment relates to the Registration Statement No. 333-13570 filed on May 30, 2001 on Form S-8 (the "Registration Statement"), registering 47,537,019 ordinary shares (without par value) to be offered pursuant to the 2000 Management Incentive Stock Option Plan, Powertel Inc. 2000 Stock Option and Incentive Plan, Powertel Inc. Amended and Restated 1991 Stock Option Plan and the Amended Non-Employee Stock Option Plan (together, the "Plans").

On April 21, 2010, Deutsche Telekom AG announced its intention to delist its American Depositary Shares and its underlying ordinary shares from the New York Stock Exchange and that this delisting would be followed by an application to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934, as amended. This post-effective amendment hereby terminates the Registration Statement and removes from registration all of the securities registered thereby which remain unsold as of the date hereof. As of the date hereof, Deutsche Telekom AG estimates that approximately 28,370,493 of the ordinary shares registered on Registration Statement No. 333-13570 in connection with the Plans remain unsold.

---

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 be signed on its behalf by the undersigned, thereunto duly authorized, in Bonn, Germany, on June 21, 2010.

DEUTSCHE TELEKOM AG

By: /s/ René Obermann  
Name: René Obermann  
Title: Chief Executive Officer

By: /s/ Timotheus Höttges  
Name: Timotheus Höttges  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to this Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated, in Bonn, Germany on June 21, 2010.

Name	Title
/s/ René Obermann René Obermann	Member of the Management Board Chief Executive Officer
/s/ Timotheus Höttges Timotheus Höttges	Member of the Management Board For Finance (Chief Financial Officer and Principal Accounting Officer)
/s/ Dr. Manfred Balz Dr. Manfred Balz	Member of the Management Board For Data Privacy, Legal Affairs and Compliance
/s/ Reinhard Clemens Reinhard Clemens	Member of the Management Board For Systems Solutions
/s/ Guido Kerkhoff Guido Kerkhoff	Member of the Management Board For Europe
/s/ Thomas Sattelberger Thomas Sattelberger	Member of the Management Board For Human Resources

Edgar Filing: DEUTSCHE TELEKOM AG - Form S-8 POS

/s/ Niek Jan van Damme  
Niek Jan van Damme  
Member of the Management Board  
For Germany

/s/ Edward Kozel  
Edward Kozel  
Member of the Management Board  
For Technology and Innovation

---

SIGNATURES

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed the registration statement or amendment, solely in the capacity of the duly authorized representative of Deutsche Telekom AG in the United States, in the City of New York, State of New York, U.S.A., on June 21, 2010.

DEUTSCHE TELEKOM INC.

By: /s/ Klaus-Peter Statz  
Name: Klaus-Peter Statz  
Title: President and CEO