

Cleco Corporate Holdings LLC
Form S-8 POS
April 25, 2016

Registration No. 333-164066
Registration No. 333-158994
Registration No. 333-127496
Registration No. 333-59696
Registration No. 333-44364

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-164066
POST-EFFECTIVE AMENDMENT NO.1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-158994
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-127496
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44364

UNDER THE SECURITIES ACT OF 1933

CLECO CORPORATE HOLDINGS LLC
(Exact Name of Registrant as Specified in its Charter)
Louisiana
(State of Other Jurisdiction of
Incorporation or Organization)

72-1445282
(I.R.S. Employer
Identification No.)

2030 Donahue Ferry Road
Pineville, Louisiana 71360-5226
(Address of Principal Executive Offices)

Cleco Corporation
2010 Long-Term
Incentive
Compensation Plan
Cleco Corporation
Employee Stock
Purchase Plan
Cleco Power LLC
401(k) Savings and
Investment Plan
Cleco Corporation
Deferred
Compensation Plan
(Full Title of Plans)

Julia E.
Callis
General
Counsel and
Secretary
Cleco
Corporate
Holdings
LLC
2030
Donahue
Ferry Road
Pineville,
Louisiana
71360-5226
(318)
484-7400

(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.

Large accelerated filer x

Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company)

Smaller reporting company o

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”) of Cleco Corporate Holdings LLC (f/k/a Cleco Corporation) (the “Registrant”):

Registration Statement No. 333-164066 pertaining to the registration of 2,250,000 shares of common stock, par value \$1.00 per share, of the Registrant (“Common Stock”) issuable under the Cleco Corporation 2010 Long-Term Incentive Compensation Plan.

Registration Statement No. 333-158994 pertaining to the registration of 50,000 shares of Common Stock issuable under the Cleco Corporation Employee Stock Purchase Plan.

- Registration Statement No. 333-127496 pertaining to the registration of 1,500,000 shares of Common Stock issuable under the Cleco Power LLC 401(k) Savings and Investment Plan.

Registration Statement No. 333-59696 pertaining to the registration of 50,000 shares of Common Stock issuable under the Cleco Corporation Deferred Compensation Plan.

Registration Statement No. 333-44364 pertaining to the registration of 342,000 shares of Common Stock issuable under the Cleco Corporation Employee Stock Purchase Plan.

On April 13, 2016, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 17, 2014, by and among the Registrant, Cleco Partners L.P. (f/k/a Como 1 L.P.), a Delaware limited partnership (“Parent”), and Cleco MergerSub Inc. (f/k/a Como 3 Inc.), a Louisiana corporation and an indirect wholly-owned subsidiary of Parent (“Merger Sub”), Merger Sub was merged with and into the Registrant, with the Registrant continuing as the surviving corporation and as an indirect wholly owned subsidiary of Parent (the “Merger”).

As a result of the Merger, the Registrant has terminated any offerings of securities pursuant to the Registration Statements. In accordance with the undertakings made by the Registrant in the Registration Statements to remove from registration by means of a post-effective amendment any of the securities that had been registered which remain unsold at the termination of the offering, the Registrant hereby removes from registration any securities of the Registrant registered but unsold under the Registration Statements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Cleco Corporate Holdings LLC, 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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pineville, Louisiana, on the 25th day of April, 2016.

CLECO CORPORATE HOLDINGS LLC

By: /s/ Terry L. Taylor
 Name: Terry L. Taylor
 Title: Chief Financial Officer, Controller, and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed by the following persons in the capacities indicated.

| Signature | Title | Date |
|----------------------------------------------|----------------------------------------------------------------------|----------------|
| /s/ Darren J. Olagues Darren J. Olagues | Chief Executive Officer and Manager (Principal Executive Officer) | April 25, 2016 |
| /s/ Terry L. Taylor Terry L. Taylor | Chief Financial Officer (Principal Financial and Accounting Officer) | April 25, 2016 |
| /s/ Christopher Leslie Christopher Leslie | Manager | April 25, 2016 |
| /s/ Andrew Chapman Andrew Chapman | Manager | April 25, 2016 |
| /s/ Mark Fay Mark Fay | Manager | April 25, 2016 |
| /s/ Lincoln Webb Lincoln Webb | Manager | April 25, 2016 |
| /s/ Richard Dinneny Richard Dinneny | Manager | April 25, 2016 |
| /s/ Steve Turner Steve Turner | Manager | April 25, 2016 |
| /s/ Recep Kendircioglu Recep Kendircioglu | Manager | April 25, 2016 |
| /s/ Peggy Scott Peggy Scott | Manager | April 25, 2016 |
| /s/ Bruce Wainer Bruce Wainer | Manager | April 25, 2016 |
| /s/ Randy Gilchrist Randy Gilchrist | Manager | April 25, 2016 |
| /s/ Rick Gallot Rick Gallot | Manager | April 25, 2016 |