

BUCKEYE TECHNOLOGIES INC  
Form S-8 POS  
August 23, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-184870**

**FORM S-8 REGISTRATION STATEMENT NO. 333-151724**

**FORM S-8 REGISTRATION STATEMENT NO. 333-61371**

**FORM S-8 REGISTRATION STATEMENT NO. 333-61373**

**FORM S-8 REGISTRATION STATEMENT NO. 333-33621**

**FORM S-8 REGISTRATION STATEMENT NO. 333-18559**

**FORM S-8 REGISTRATION STATEMENT NO. 333-18561**

**FORM S-8 REGISTRATION STATEMENT NO. 333-18573**

**FORM S-8 REGISTRATION STATEMENT NO. 033-80865**

**FORM S-8 REGISTRATION STATEMENT NO. 033-80867**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**BUCKEYE TECHNOLOGIES INC.**

(exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**62-1518973**  
(I.R.S. Employer  
Identification No.)

**1001 Tillman Street**

**Memphis, Tennessee**  
(Address of Principal Executive Offices)

**38112**  
(Zip Code)

**Amended and Restated Buckeye Technologies Inc. 2007 Omnibus Incentive Compensation Plan**

**Buckeye Technologies Inc. 2007 Omnibus Incentive Compensation Plan**

**Merfin Systems 401(K) Profit Sharing Plan**

**Restricted Stock Plan**

**Alpha Cash Option Thrift Plan**

**1995 Management Stock Option Plan of Buckeye Cellulose Corporation**

**Buckeye Cellulose Corporation Formula Plan for Non-Employee Directors**

**1995 Incentive and Nonqualified Stock Option Plan for Management Employees of Buckeye Cellulose Corporation**

**Buckeye Retirement Plus Savings Plan**

**Buckeye Retirement Plan**

(Full title of the Plan(s))

**John B. Crowe**

**Chairman of the Board of Directors and**

**Chief Executive Officer**

**Buckeye Technologies Inc.**

**P.O. Box 80407**

**1001 Tillman Street**

**Memphis, Tennessee 38108-0407**

(Name and address of agent for service)

**(901) 320-8100**

(Telephone number, including area code, of agent for service)

*Copies to:*

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**William J. Tuttle**

**Dechert LLP**

**1900 K Street, N.W.**

**Washington, D.C. 20006**

**(202) 261-3300**

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 UNSOLD SECURITIES**

Buckeye Technologies Inc. ("Buckeye") is filing this Post-Effective Amendment No. 1 to the following registration statements on Form S-8 (collectively, the "Registration Statements") to withdraw and remove from registration the unissued and unsold shares of Buckeye's common stock, par value \$0.01 per share (the "Common Stock"), and any other securities issuable by Buckeye pursuant to the Registration Statements:

Registration Statement on Form S-8, File No. 333-184870, filed with the U.S. Securities and Exchange Commission (the "SEC") on November 9, 2012, pertaining to the registration of 2,000,000 shares of Common Stock for issuance under the Amended and Restated Buckeye Technologies Inc. 2007 Omnibus Incentive Compensation Plan;

Registration Statement on Form S-8, File No. 333-151724, filed with the SEC on June 18, 2008, pertaining to the registration of 3,500,000 shares of Common Stock for issuance under the Buckeye Technologies Inc. 2007 Omnibus Incentive Compensation Plan;

Registration Statement on Form S-8, File No. 333-33621, filed with the SEC on August 14, 1997, pertaining to the registration of an indeterminate amount of plan interests related to the Alpha Cash Option Thrift Plan;

Registration Statement on Form S-8, File No. 333-61373, filed with the SEC on August 13, 1998, pertaining to the registration of 100,000 shares of Common Stock for issuance under the Restricted Stock Plan;

Registration Statement on Form S-8, File No. 333-61371, filed with the SEC on August 13, 1998, pertaining to the registration of an indeterminate amount of plan interests related to the Merfin Systems 401(K) Profit Sharing Plan;

Registration Statement on Form S-8, File No. 333-18573, filed with the SEC on December 23, 1996, pertaining to the registration of 1,650,000 shares of Common Stock for issuance under the 1995 Incentive and Nonqualified Stock Option Plan for Management Employees of Buckeye Cellulose Corporation;

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Registration Statement on Form S-8, File No. 333-18561, filed with the SEC on December 23, 1996, pertaining to the registration of 200,000 shares of Common Stock for issuance under the Buckeye Cellulose Corporation Formula Plan for Non-Employee Directors;

Registration Statement on Form S-8, File No. 333-18559, filed with the SEC on December 23, 1996, pertaining to the registration of 600,000 shares of Common Stock for issuance under the 1995 Management Stock Option Plan of Buckeye Cellulose Corporation;

Registration Statement on Form S-8, File No. 033-80865, filed with the SEC on December 22, 1995, pertaining to the registration of an indeterminate amount of plan interests related to Buckeye Retirement Plus Savings Plan; and

Registration Statement on Form S-8, File No. 033-80867, filed with the SEC on December 22, 1995, pertaining to the registration of an indeterminate amount of plan interests related to Buckeye Retirement Plan.

On August 23, 2013, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 23, 2013, by and among Buckeye, Georgia-Pacific LLC, a Delaware limited liability company ("Georgia-Pacific"), and GP Cellulose Group LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of Georgia-Pacific (the "Purchaser"), the Purchaser merged with and into Buckeye, with Buckeye surviving the merger as an indirect wholly-owned subsidiary of Georgia-Pacific (the "Merger").

As a result of the Merger, the offerings pursuant to the Registration Statements have been terminated. In accordance with undertakings made by Buckeye in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statements which remain unsold at the termination of the offerings, Buckeye hereby removes from registration all shares of Common Stock and any other securities registered under the Registration Statements that remain unsold as of the effective time of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Buckeye 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 Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee, on this 23rd day of August, 2013.

**BUCKEYE TECHNOLOGIES INC.**

By: /s/ Sheila Jordan Cunningham  
Name: Sheila Jordan Cunningham  
Title: Senior Vice President, General Counsel and  
Secretary