

Edgar Filing: PROCTER & GAMBLE Co - Form S-8 POS

PROCTER & GAMBLE Co  
Form S-8 POS  
November 12, 2015  
Registration No. 333-51223  
Registration No. 333-40264  
Registration No. 333-108992

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

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-51223  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-40264  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-108992

UNDER  
THE SECURITIES ACT OF 1933

THE PROCTER & GAMBLE COMPANY  
(Exact name of registrant as specified in its charter)

Ohio 31-0411980  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio  
45202  
(513) 983-1100  
(Address, including zip code, and telephone  
number, including area code, of registrant's principal  
executive offices)

Savings and Thrift Plan (Saudi Arabia)

Deborah P. Majoras, Secretary  
The Procter & Gamble Company  
One Procter & Gamble Plaza, Cincinnati, Ohio 45202  
(513) 983-1100  
(Name, address, including zip code, 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

Accelerated filer

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

#### EXPLANATORY NOTE

##### Deregistration of Securities

The Procter & Gamble Company (the "Company") is filing these post-effective amendments (the "Post-Effective Amendments") to the following registration statements on Form S-8 (each, a "Registration Statement", and collectively, the "Registration Statements") to deregister any and all shares of the Company's common stock, no par value (the "Common Stock") and plan participation interests, registered but unsold or otherwise unissued under each of the following Registration Statements as of the date hereof:

Registration Statement on Form S-8 (File No. 33-51223) pertaining to the registration of an aggregate of 34,392 shares of Common Stock for issuance under the Savings and Thrift Plan (Saudi Arabia) (the "Plan"), which was filed with the Securities and Exchange Commission (the "SEC") on April 28, 1998.

Registration Statement on Form S-8 (File No. 333-40264) pertaining to the registration of an aggregate of 100,000 shares of Common Stock for issuance under the Plan, which was filed with the SEC on June 28, 2000.

Registration Statement on Form S-8 (File No. 333-108992) pertaining to the registration of an aggregate of 150,000 shares of Common Stock for issuance under the Plan, which was filed with the SEC on September 22, 2003.

The Company terminated the Plan on November 20, 2012. Consequently, by filing these Post-Effective Amendments, the Company hereby terminates the offerings pursuant to the Registration Statements and removes from registration any and all shares of Common Stock and plan participation interests registered but unsold or otherwise unissued under each of the above Registration Statements as of the date hereof.

#### SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on November 10, 2015. The following person is signing these Post-Effective Amendments on behalf of the registrant in reliance upon Rule 478 under the Securities Act.

#### THE PROCTER & GAMBLE COMPANY

By: /s/Deborah P. Majoras  
Deborah P. Majoras  
Secretary and Chief Legal Officer