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FINISHMASTER INC  
Form S-8 POS  
July 09, 2003

Registration No. 333-85417

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

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FINISHMASTER, INC.  
(Exact name of registrant as specified in its charter)

-----  
Indiana  
(State or other jurisdiction of  
incorporation or organization)

38-2252096  
(I.R.S. Employer  
Identification No.)  
-----

54 Monument Circle, Suite 800  
Indianapolis, Indiana 46204  
(address of Principal Executive Offices) (Zip Code)

FINISHMASTER, INC. STOCK OPTION PLAN  
(Full title of plan)

FinishMaster, Inc.  
54 Monument Circle, Suite 800  
Indianapolis, Indiana 46204  
(Name and address of agent for service)

317-237-3678  
(Telephone number, including area code, of agent for service.)

Deregistration of Securities

On August 17, 1999, FinishMaster, Inc. filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-85417) (the "Registration Statement") registering 150,000 shares of FinishMaster, Inc. Common Stock, no par value, to be issued to participants under the FinishMaster, Inc. Stock Option Plan (the "Plan"). There are 150,000 unissued shares remaining under the Plan which were registered on Registration Statement No. 333-85417.

Pursuant to the undertaking contained in the Registration Statement, FinishMaster, Inc. is filing this Post-effective Amendment to deregister the securities that were registered under the Registration Statement and remain unissued under the Plan. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant

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certified that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused their Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, and the State of Indiana, on this day of July 7, 2003.

Dated: July 7, 2003.

/s/ Robert R. Millard

-----  
 Robert R. Millard  
 Senior Vice President, Secretary,  
 Treasurer & Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature   | Title  | Da     |
|---|--|--------|
| Principal Executive Officer:                          |  |        |
| /s/ Andre B. Lacy<br>-----<br>Andre B. Lacy           | Chairman, Chief Executive Officer<br>& Director                          | July 7 |
| Principal Financial and Accounting Officer:           |  |        |
| /s/ Robert R. Millard<br>-----<br>Robert R. Millard   | Sr. Vice President, Secretary,<br>Treasurer & Chief Financial<br>Officer | July 7 |
| A Majority of the Board of Directors:                 |  |        |
| /s/ Andre B. Lacy<br>-----<br>Andre B. Lacy           | Director   | July 7 |
| /s/ Thomas U. Young<br>-----<br>Thomas U. Young       | Director   | July 7 |
| /s/ Peter L. Frechette<br>-----<br>Peter L. Frechette | Director   | July 7 |
| /s/ Michael L. Smith<br>-----<br>Michael L. Smith     | Director   | July 7 |
| /s/ Walter S. Wiseman<br>-----<br>Walter S. Wiseman   | Director   | July 7 |
| -----<br>David W. Knall                               | Director   | _____  |
| /s/ J.A. Lacy   |  |        |

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J.A. Lacy

Director

July 7