

CONSOLIDATED GRAPHICS INC /TX/

Form S-8 POS

February 06, 2014

As filed with the Securities and Exchange Commission on February 6, 2014

Registration No. 33-87192

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT NO. 33-87192

UNDER

THE SECURITIES ACT OF 1933

CONSOLIDATED GRAPHICS, INC.

(Exact name of registrant as specified in its charter)

Texas
(State of Incorporation)

76-0190827
(IRS Employer

Identification No.)

5858 Westheimer, Suite 200

Houston, Texas 77057

(713) 787-0977

(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Consolidated Graphics, Inc. Long-Term Incentive Plan

(Full Title of the Plan)

Suzanne S. Bettman

R.R. Donnelley & Sons Company

111 South Wacker Drive

Chicago, Illinois 60606-4301

(312) 326-8000

(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:

Large accelerated filer ☐

Accelerated filer ☒ x

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

Smaller reporting company ☐

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (No. 33-87192) (the Registration Statement) filed by Consolidated Graphics, Inc., a Texas corporation (Consolidated Graphics) with the Securities and Exchange Commission on December 8, 1994, which registered the offering of an aggregate of 367,500 shares of common stock of Consolidated Graphics, \$0.01 par value per share.

Consolidated Graphics entered into an Agreement and Plan of Merger (the Merger Agreement), dated as of October 23, 2013, by and among Consolidated Graphics, R.R. Donnelley & Sons Company, a Delaware corporation (R.R. Donnelley), and Hunter Merger Sub, Inc. a Delaware corporation and a wholly owned subsidiary of R.R. Donnelley (Merger Sub), pursuant to which Merger Sub merged with and into Consolidated Graphics (the Merger), with Consolidated Graphics surviving the Merger as a wholly owned subsidiary of R.R. Donnelley upon the terms and subject to the conditions set forth in the Merger Agreement.

The Merger became effective on January 31, 2014.

In connection with the Merger, the offering pursuant to the Registration Statement has been terminated. Consolidated Graphics hereby removes from registration the securities registered under the Registration Statement that remain unsold as of the filing date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the Registration Statement described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on February 5, 2014.

CONSOLIDATED GRAPHICS, INC.

By: /s/ Suzanne S. Bettman
 Name: Suzanne S. Bettman
 Title: Executive Vice-President, Secretary
 and Chief Compliance Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement described above has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas J. Quinlan, III Thomas J. Quinlan, III	President and Chief Executive Officer (Principal Executive Officer)	February 5, 2014
/s/ Daniel N. Leib Daniel N. Leib	Chief Financial Officer (Principal Financial Officer)	February 5, 2014
/s/ Andrew B. Coxhead Andrew B. Coxhead	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 5, 2014
/s/ Janet M. Halpin Janet M. Halpin	Director	February 5, 2014
/s/ Christine M. Maki Christine M. Maki	Director	February 5, 2014