

UFP TECHNOLOGIES INC  
Form S-8 POS  
December 11, 2009

Registration No. 333-91408

## Securities and Exchange Commission

Washington, D.C. 20549

### FORM S-8

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

#### POST EFFECTIVE AMENDMENT NO. 1

### UFP TECHNOLOGIES, INC.

(Exact name of issuer as specified  
in its charter)

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

**04-2314970**  
(I.R.S. Employer Identification No.)

**172 East Main Street, Georgetown, Massachusetts 01833**

(Address of principal executive offices)

**UFP TECHNOLOGIES, INC.**

**1998 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**R. Jeffrey Bailly**

**UFP TECHNOLOGIES, INC.**

**172 East Main Street**

**Georgetown, Massachusetts 01833**

**(978) 352-2200**

(Name, address and telephone number of agent for service)

**Copies to:**

**Patrick J. Kinney, Jr., Esq.**

Lynch, Brewer, Hoffman & Fink, LLP

101 Federal Street

Boston, Massachusetts 02110

(617) 951-0800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 (the Amendment) relates to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 28, 2002 (File No. 333-91408) (the 2002 Registration Statement) of UFP Technologies, Inc. (the Company) of which 250,000 of the 525,000 shares of the Company's common stock, par value \$.01 per share (Common Stock), registered thereunder pertained to the Company's 1998 Employee Stock Purchase Plan (the Employee Stock Purchase Plan). The Company has subsequently terminated the Employee Stock Purchase Plan.

As a result of the termination of the Employee Stock Purchase Plan, the offering of Common Stock under the Employee Stock Purchase Plan pursuant to the 2002 Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the 94,134 shares of Common Stock registered but unsold under the Employee Stock Purchase Plan pursuant to the 2002 Registration Statement. This Amendment shall not affect the remaining shares of Common Stock registered pursuant to the 2002 Registration Statement, and the effectiveness of the 2002 Registration Statement as to such shares shall continue unaffected by this Amendment.

In addition, this Amendment shall not affect the original 150,000 shares of Common Stock registered pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 12, 1998 (File No. 333-56741) (the 1998 Registration Statement) of the Company, of which 150,000 of the 300,000 shares of the Company's Common Stock, registered thereunder pertained to the Employee Stock Purchase Plan. While the offering of Common Stock under the Employee Stock Purchase Plan pursuant to the 1998 Registration Statement has been terminated, the effectiveness of the 1998 Registration Statement as to such shares shall continue unaffected by this Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company has duly caused this Post Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Georgetown, Massachusetts, on this 9th day of December, 2009.

UFP TECHNOLOGIES, INC.

By

/s/ R. Jeffrey Bailly  
R. Jeffrey Bailly, President  
and Chief Executive Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ R. Jeffrey Bailly R. Jeffrey Bailly	President, Chief Executive Officer, Director (principal executive officer)	December 9, 2009
/s/ Ronald J. Lataille Ronald J. Lataille	Vice President, Chief Financial Officer (principal financial and accounting officer)	December 9, 2009
/s/ Richard L. Bailly Richard L. Bailly	Director	December 9, 2009
/s/ Kenneth L. Gestal Kenneth L. Gestal	Director	December 9, 2009
/s/ David Gould David Gould	Director	December 9, 2009
/s/ Marc Kozin Marc Kozin	Director	December 9, 2009
/s/ Thomas Oberdorf Thomas Oberdorf	Director	December 9, 2009
/s/ Robert W. Pierce Robert W. Pierce	Director	December 9, 2009
/s/ David K. Stevenson David K. Stevenson	Director	December 9, 2009