

Cogdell Spencer Inc.  
Form POS AM  
April 03, 2012

As filed with the Securities and Exchange Commission on April 3, 2012

Registration No. 333-138426

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**Form S-3**

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

**TH Merger Company, LLC**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**45-4848595**  
(I.R.S. Employer Identification No.)

**10350 Ormsby Park Place, Suite 300**

**Louisville, Kentucky**  
(Address of Principal Executive Offices)

**40223**  
(Zip Code)

**T. Richard Riney, Esq.**

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Ventas, Inc.

10350 Ormsby Park Place, Suite 300

Louisville, Kentucky 40223

(502) 357-9000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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**Copy to:**

**Steven A. Seidman, Esq.**

**A. Mark Getachew, Esq.**

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019

Telephone: (212) 728-8000

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**Approximate date of commencement of proposed sale to the public: Not applicable.**

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

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**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-138426) (the Registration Statement ), originally filed on November 3, 2006 by TH Merger Company, LLC (as successor to Cogdell Spencer Inc.) ( Cogdell ), is being filed to remove from registration any and all (i) shares of Cogdell common stock, par value \$0.01 per share ( Common Stock ), (ii) shares of Cogdell preferred stock, par value \$0.01 per share ( Preferred Stock ), (iii) depositary shares representing entitlement to all rights and preferences of fractions of shares of Preferred Stock of a specified series and represented by depositary receipts, (iv) warrants to purchase shares of Common Stock, Preferred Stock or depositary shares and (v) rights to purchase Common Stock , in each case, that were registered under the Registration Statement and have not been, and will not be, issued or sold pursuant to the Registration Statement.

This Post-Effective Amendment No. 1 is being filed in accordance with Cogdell s undertaking set forth in Part II, Item 17 of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, Commonwealth of Kentucky, on April 3, 2012.

**TH MERGER COMPANY, LLC**

By: /s/ T. Richard Riney  
Name: T. Richard Riney  
Title: Executive Vice President and Associate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons on this 3rd day of April, 2012 in the capacities indicated.

| <b>Signature</b>                                     | <b>Title</b>                                                                                                          |
|------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| /s/ Richard A. Schweinhart<br>Richard A. Schweinhart | President and Chief Financial Officer and<br>Manager (Principal Executive Officer and Principal Financial<br>Officer) |
| /s/ Robert J. Brehl<br>Robert J. Brehl               | Vice President and Chief Accounting<br>Officer (Principal Accounting Officer)                                         |
| /s/ T. Richard Riney<br>T. Richard Riney             | Manager                                                                                                               |

[Signature Page to Post-Effective Amendment to Form S-3 (No. 333-138426)]