

MONSTER WORLDWIDE, INC.

Form POS AM

November 01, 2016

As filed with the Securities and Exchange Commission on November 1, 2016

Registration No. 333-52330

Registration No. 333-31657

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT

No. 2 to Form S-1 Registration Statement No. 333-52330

No. 3 to Form S-1 Registration Statement No. 333-31657

*UNDER*

*THE SECURITIES ACT OF 1933*

**MONSTER WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

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

**7363**  
(Primary Standard Industrial  
Classification Code Number)

**13-390655**  
(I.R.S. Employer  
Identification Number)

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**133 Boston Post Road, Building 15**

**Weston, Massachusetts 02493**

**(978) 461-8000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Linda Galipeau**

**President**

**133 Boston Post Road, Building 15**

**Weston, Massachusetts 02493**

**(978) 461-8000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

**Approximate date of commencement of proposed sale to the public:** These Post-Effective Amendments deregister those securities that remain unsold hereunder as of the effective date hereof.

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 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.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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.

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

### DEREGISTRATION OF UNSOLD SECURITIES

These post-effective amendments (each, a **Post Effective Amendment** and, collectively, the **Post Effective Amendments** ) relate to the following Registration Statements on Form S-1 (each, a **Registration Statement** and, collectively, the **Registration Statements** ) filed by Monster Worldwide, Inc. or TMP Worldwide Inc. (n/k/a Monster Worldwide, Inc.) (the **Company** ) with the Securities and Exchange Commission (the **SEC** ):

File No. 333-52330 registering 6,897,533 shares of common stock, par value \$0.001 per share, of the Company ( **Common Stock** ); and

File No. 333-31657 registering 4,600,000 shares of Common Stock.

On November 1, 2016, pursuant to an Agreement and Plan of Merger, dated as of August 8, 2016, by and among the Company, Randstad North America, Inc., a Delaware corporation ( **Parent** ), and Merlin Global Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of Parent ( **Merger Sub** ), Merger Sub merged with and into the Company, as a result of which the Company became a direct wholly-owned subsidiary of Parent (the **Acquisition** ).

As a result of the Acquisition, the Company has terminated all offerings of securities pursuant to the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment pursuant to Rule 478 under the Securities Act of 1933, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Company hereby removes from registration all of such securities registered but unsold under the Registration Statements as of the date hereof, if any. Each 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 has duly caused the Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Weston, State of Massachusetts, on November 1, 2016.

**MONSTER WORLDWIDE, INC.**

By: /s/ Linda Galipeau  
Name: Linda Galipeau  
Title: President

Note: No other person is required to sign the Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933.