

NISOURCE INC/DE  
Form S-8 POS  
June 26, 2009

As filed with the Securities and Exchange Commission on June 26, 2009.

Registration No. 333-33896-01

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 15  
ON  
FORM S-8  
TO  
FORM S-4  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
NiSource Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**35-2108964**

(State or other jurisdiction of incorporation or  
organization)

(I.R.S. Employer Identification No.)

**801 East 86<sup>th</sup> Avenue  
Merrillville, Indiana**

**46410**

(Address of Principal Executive Offices)

(Zip Code)

**NORTHERN INDIANA PUBLIC SERVICE COMPANY BARGAINING UNIT TAX DEFERRED SAVINGS  
PLAN**

**BAY STATE GAS COMPANY SAVINGS PLAN FOR OPERATING EMPLOYEES AND TRUST**

(Full title of each plan)

**Robert E. Smith**

**NiSource Inc.**

**801 East 86<sup>th</sup> Avenue**

**Merrillville, Indiana 46410**

(Name and address of agent for service)

**(877) 647-5990**

(Telephone number, including area code, of agent for service)

**Copies of Correspondence to:**

**Richard J. Helmreich, Esq.**

**Porter, Wright, Morris & Arthur LLP**

**41 South High Street**

**Columbus, Ohio 43215**

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. (Check one):

Accelerated filer

Non-accelerated filer

Large accelerated  
filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

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**EXPLANATORY NOTE**

On November 2, 2000, NiSource Inc. (the Registrant ) filed a Post-Effective Amendment No. 11 on Form S-8 to Form S-4 (Commission File Nos. 333-33896-01 and 333-33896) with the Securities and Exchange Commission (the Registration Statement ), with respect to, among other plans, the Registrant's Northern Indiana Public Service Company Bargaining Unit Tax Deferred Savings Plan (the NIPSCO Savings Plan ) and the Registrant's Bay State Gas Company Savings Plan for Operating Employees and Trust (the Bay State Savings Plan and, collectively with the NIPSCO Savings Plan, the Plans ). The purpose of this Post-Effective Amendment No. 15 is to withdraw and remove from registration the unissued and unsold securities registered by the Registrant with respect to the Plans under the Registration Statement. The Registration Statement registered 1,500,000 shares of the Company's Common Stock, \$0.01 par value per share (the Common Stock ) under the NIPSCO Savings Plan and 518,000 shares of Common Stock under the Bay State Savings Plan, along with an indeterminate amount of interests to be offered and sold under the Plans.

The Registration Statement is hereby amended to deregister all of the unissued and unsold shares of Common Stock (and the corresponding indeterminate amount of interests) for the Plans registered under the Registration Statement. As a result of this deregistration, no securities for the Plans remain registered for sale pursuant to the Registration Statement. Nothing in this Post-Effective Amendment No. 15 shall deregister any securities under the Registration Statement, except as with respect to the Plans as set forth above.

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**SIGNATURES**

**The Registrant.** 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Merrillville, State of Indiana, on June 23, 2009.

**NISOURCE INC.**

By: /s/ Robert C. Skaggs, Jr.  
 Robert C. Skaggs, Jr., President and  
 Chief Executive 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 dates indicated:

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Robert C. Skaggs, Jr. Robert C. Skaggs, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	June 23, 2009
/s/ Stephen P. Smith Stephen P. Smith	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 26, 2009
/s/ Jeffrey W. Grossman Jeffrey W. Grossman	Vice President and Controller (Principal Accounting Officer)	June 25, 2009
/s/ Ian M. Rolland Ian M. Rolland	Chairman and Director	June 23, 2009
/s/ Richard A. Abdoo Richard A. Abdoo	Director	June 22, 2009
/s/ Steven C. Beering Steven C. Beering	Director	June 24, 2009
Dennis E. Foster	Director	
/s/ Michael E. Jesanis	Director	June 22, 2009

Michael E. Jesanis

/s/ Marty R. Kittrell

Director

June 23, 2009

Marty R. Kittrell

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<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ W. Lee Nutter	Director	June 24, 2009
W. Lee Nutter		
/s/ Deborah S. Parker	Director	June 24, 2009
Deborah S. Parker		
/s/ Richard L. Thompson	Director	June 24, 2009
Richard L. Thompson		
/s/ Carolyn Y. Woo	Director	June 26, 2009

Carolyn Y. Woo

**The Plans.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Merrillville, State of Indiana, on June 26, 2009.

**NISOURCE INC. RETIREMENT  
SAVINGS PLAN AS SUCCESSOR TO  
THE NORTHERN INDIANA PUBLIC  
SERVICE COMPANY BARGAINING  
UNIT TAX DEFERRED SAVINGS PLAN**

By: NiSource Inc. Benefits Committee

By: /s/ Robert Campbell  
Robert Campbell  
Member, Plan Committee

By: /s/ Jeffrey Grossman  
Jeffrey Grossman  
Member, Plan Committee

By: /s/ Joel Hoelzer  
Joel Hoelzer  
Member, Plan Committee

By: /s/ Stephen P. Smith  
Stephen P. Smith  
Member, Plan Committee

By: /s/ David J. Vajda  
David J. Vajda  
Member, Plan Committee

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**NISOURCE INC. RETIREMENT  
SAVINGS PLAN AS SUCCESSOR TO  
THE BAY STATE GAS COMPANY  
SAVINGS PLAN FOR OPERATING  
EMPLOYEES AND TRUST**

By: NiSource Inc. Benefits Committee

By: /s/ Robert Campbell  
Robert Campbell  
Member, Plan Committee

By: /s/ Jeffrey Grossman  
Jeffrey Grossman  
Member, Plan Committee

By: /s/ Joel Hoelzer  
Joel Hoelzer  
Member, Plan Committee

By: /s/ Stephen P. Smith  
Stephen P. Smith  
Member, Plan Committee

By: /s/ David J. Vajda  
David J. Vajda  
Member, Plan Committee