

HILTON HOTELS CORP
Form S-8 POS
October 24, 2007

As filed with the Securities and Exchange Commission on October 24, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

(File No. 333-04273)

HILTON HOTELS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-2058176
(I.R.S. Employer
Identification No.)

**9336 Civic Center Drive
Beverly Hills, California 90210
(310) 278-4321**

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

**1996 Stock Incentive Plan
1996 Chief Executive Stock Incentive Plan**

(Full title of the Plan)

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Madeleine A. Kleiner, Esq.

Executive Vice President and General Counsel

Hilton Hotels Corporation

9336 Civic Center Drive

Beverly Hills, California 90210

(310) 278-4321

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

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Explanatory Note

On October 24, 2007, pursuant to the Agreement and Plan of Merger, dated as of July 3, 2007, among Hilton Hotels Corporation (the Company), BH Hotels LLC, a Delaware limited liability company (Parent), and BH Hotels Acquisition Inc., a Delaware corporation (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company being the surviving entity and becoming a wholly-owned subsidiary of Parent. As a result, the Company has terminated all offerings of its Common Stock, \$2.50 par value per share ("Common Stock") pursuant to its existing registration statements, including the Company's Registration Statement on Form S-8 (File No. 333-04273) (as amended, the

Registration Statement). In accordance with an undertaking made by the Company in its Registration Statement to remove from registration, by means of a post-effective amendment, any shares of the Company's Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of its Common Stock under the Registration Statement which remained unsold as of the effective time of the Merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 No. 2 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beverly Hills, State of California, on October 24, 2007.

HILTON HOTELS CORPORATION

By: /s/ Robert M. La Forgia
Robert M. La Forgia
Executive Vice President and Chief Financial Officer