

SMART Technologies Inc.
Form S-8 POS
September 27, 2016

As filed with the Securities and Exchange Commission on September 27, 2016

Registration No. 333-181530

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1

to

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SMART TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Alberta, Canada

98-0658457

(State or other jurisdiction

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

of incorporation or organization)

3636 Research Road N.W.

T2L 1Y1

Calgary, Alberta Canada

(Postal Code)

(Address of principal executive offices)

SMART TECHNOLOGIES INC. AMENDED AND RESTATED EQUITY INCENTIVE PLAN

(Full title of the plan)

Matt Sudak

Vice President, Legal, General Counsel and Corporate Secretary

SMART Technologies Inc.

3636 Research Road N.W., Calgary, Alberta Canada T2L 1Y1

(Name and address of agent for service)

(403) 407-5203

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small 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 SECURITIES

SMART Technologies, Inc. (the Registrant) is filing this Post-Effective Amendment No. 1 (this Amendment) to its registration statement on Form S-8 (Registration No. 333-181530), filed with the Securities and Exchange Commission (the Commission) on May 18, 2012 (the Registration Statement), to withdraw and remove from registration the unsold common shares, without par value, of the Registrant (Common Shares) issuable pursuant to its Amended and Restated Equity Incentive Plan, the offering and sale of which it had registered pursuant to the Registration Statement (the Unsold Common Shares). When the Registration Statement was filed with the Commission, the securities covered by it were designated Class A Subordinate Voting Shares . That class of securities was subsequently redesignated as Common Shares pursuant to Articles of Amendment to the Registrant 's Articles of Incorporation filed with the Registrar of Corporations of Alberta on August 7, 2014. A copy of such Articles of Amendment was filed as Exhibit 1.4 to the Registrant 's Annual Report on Form 20-F (No. 001-34798) filed with the Commission on May 15, 2015.

This Amendment is being filed because on September 14, 2016, pursuant to the Arrangement Agreement dated as of May 26, 2016 (the Arrangement Agreement) by and among the Registrant, 689522 N.B. Ltd. (AcquisitionCo) and Foxconn Singapore (Pte.) (Foxconn and, together with AcquisitionCo, the Purchaser), at the closing under the Arrangement Agreement, the Purchaser acquired all of the issued and outstanding Common Shares pursuant to the terms of the Arrangement Agreement. As a result of the completion of the transactions contemplated by the Arrangement Agreement, the Registrant has terminated all offerings of Common Shares pursuant to the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement, it hereby removes from registration all of the Unsold Common Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, and Country of Canada, as of September 27, 2016.

SMART TECHNOLOGIES INC.

By: /s/ MATT SUDAK
Vice President, Legal, General Counsel
and Corporate Secretary

Pursuant to the requirements of the Securities Act, this Amendment has been signed below by the following persons in the capacities and on the dates indicated below:

| Signature | Title | Date |
|--------------------------------|--------------|-----------------------|
| /s/ NEIL GAYDON Neil Gaydon | Director | September 27, 2016 |
| /s/ MARK CHIEN Mark Chien | Director | September 27, 2016 |
| /s/ BING ZHAO Bing Zhao | Director | September 27, 2016 |