

ONEOK INC /NEW/
Form S-8 POS
January 09, 2019

As filed with the Securities and Exchange Commission on January 9, 2019

Registration No. 333-121769

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

ONEOK, Inc.

(Exact name of registrant as specified in its charter)

Oklahoma
(State or other jurisdiction of
incorporation or organization)

73-1520922
(I.R.S. Employer
Identification No.)

100 West Fifth Street

Tulsa, Oklahoma 74103

(918) 588-7000

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

ONEOK, Inc. Profit Sharing Plan

(Full title of the plan)

Stephen B. Allen

Senior Vice President, General Counsel and Assistant Secretary

100 West Fifth Street

Tulsa, Oklahoma 74173

(918) 588-7000

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

Copies to:

**Jordan B. Edwards
GABLEGOTWALS
100 West Fifth Street, Suite 1100
Tulsa, Oklahoma 74103
(918) 595-4800**

**Eric Grimshaw
Vice President, Associate General Counsel
and Secretary
100 West Fifth Street
Tulsa, Oklahoma 74103
(918) 588-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

ONEOK, Inc. (the Registrant), is filing this Post-Effective Amendment No. 2 (the Post-Effective Amendment) to Registration Statement on Form S-8 to deregister certain securities previously registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (SEC) on December 30, 2004, as amended by Post-Effective Amendment No.1 to Form S-8 filed with the SEC on June 21, 2006 (SEC File No. 333-121769) (the Registration Statement) with respect to 1,000,000 shares of the Registrant 's Common Stock, par value \$0.01 per share (the Shares) and an indeterminate amount of interests to be offered or sold pursuant to the ONEOK, Inc. Profit Sharing Plan (the Profit Sharing Plan).

The separate existence of the Profit Sharing Plan ceased as a result of the merger of the Profit Sharing Plan into the ONEOK, Inc. 401(k) Plan (the Plan Merger). As a result of the Plan Merger, all offerings of the Registrant 's Shares pursuant to the Registration Statement have terminated. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any Shares which remain unsold at the termination of the offering, the Registrant hereby removes from registration all Shares registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment and terminates the effectiveness 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-8, and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Tulsa, State of Oklahoma, on January 9, 2019.

ONEOK, INC.

By: / s / WALTER S. HULSE

Name: Walter S. Hulse

Title: Chief Financial Officer, Executive
Vice President, Strategic and Corporate
Affairs

Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the above-referenced Registration Statement.