

AVOCENT CORP
Form S-8 POS
August 10, 2005
As filed with the Securities and Exchange Commission on August 10, 2005

Registration No. 333-110419

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

AVOCENT CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|--------------------------|--|--------------------------------------|
| Delaware | 4991 Corporate Drive | |
| | Huntsville, Alabama 35805 | |
| | (256) 430-4000 | 91-2032368 |
| (State of incorporation) | (Address of Principal Executive Offices) | (I.R.S. Employer Identification No.) |

Avocent Corporation 2003 Stock Option Plan

(Full title of the plan)

Samuel F. Saracino, Esq.
Executive Vice President of Legal and Corporate Affairs,

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General Counsel, and Secretary

9911 Willows Road N.E.

Redmond, Washington 98052

(425) 861-5858

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

Copy to:

Patrick J. Schultheis, Esq.

Wilson Sonsini Goodrich & Rosati,

Professional Corporation

701 Fifth Avenue, Suite 5100

Seattle, WA 98104-7036

(206) 882-2500

A portion of the offering contemplated by this Registration is terminated. Pursuant to the undertakings contained in Item 9 of the Registration Statement, the Registrant files this Post-Effective Amendment No. 1 to deregister 608,595 shares originally registered by the Registration Statement that remained unsold as of the termination of the offering.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on August 9, 2005.

AVOCENT CORPORATION

By: /s/ Samuel F. Saracino
 Samuel F. Saracino
 Executive Vice President of Legal and Corporate Affairs, General
 Counsel, and Secretary

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 date indicated.

| Signature | Title | Date |
|---------------------------|--|----------------|
| /s/ John R. Cooper | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | August 9, 2005 |
| John R. Cooper | | |
| /s/ Edward H. Blankenship | Senior Vice President of Finance, Chief Financial Officer, Treasurer, and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer) | August 9, 2005 |
| Edward H. Blankenship | | |
| * | Director | August 9, 2005 |
| Harold D. Copperman | | |
| * | Director | August 9, 2005 |
| Francis A. Dramis, Jr. | | |
| * | Director | August 9, 2005 |
| Edwin L. Harper | | |
| * | Director | August 9, 2005 |
| William H. McAleer | | |
| * | Director | August 9, 2005 |
| Stephen F. Thornton | | |
| * | Director | August 9, 2005 |
| David P. Vieau | | |

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* President and Director
Doyle C. Weeks August 9, 2005

* By: /s/ Samuel F. Saracino
Samuel F. Saracino
Attorney-in-Fact