

PRIMEDIA INC  
Form S-8 POS  
July 22, 2011

As filed with the Securities and Exchange Commission on July 22, 2011

Registration No. 333-56300

**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*

**PRIMEDIA Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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|  |   |                                       |
|--|---|---------------------------------------|
| <b>Delaware</b><br>(State or Other Jurisdiction) |   | <b>13-3647573</b><br>(I.R.S. Employer |
| of Incorporation or Organization)                | <b>3585 Engineering Drive</b>                         | Identification No.)                   |
|  | <b>Norcross, Georgia 30092</b>                        |                                       |
|  | (Address of Principal Executive Offices and Zip Code) |                                       |

**PRIMEDIA Inc. 2001 Stock Incentive Plan**

**Amended and Restated 1999 Non-Officer Stock Option / Stock Issuance Plan of About.com, Inc.**

**Expert Central.com, Inc. 1999 Stock Incentive Plan**

**Glowbug.com, Inc. 2000 Stock Option / Stock Issuance Plan**

**Sombasa Media, Inc. Incentive Stock Option Agreement, 1999 Stock Plan**

**1999 Stock Option Plan of Wiseads Interactive, Inc.**

**About.com, Inc. Second Amended and Restated 1998 Stock Option / Stock Issuance Plan**

**North Sky, Inc. (formerly Direct Connect, Inc.) 1997 Stock Option Plan**

(Full title of the Plan)

**Keith L. Belknap**

**Senior Vice President, General Counsel and Secretary**

**3585 Engineering Drive**

**Norcross, Georgia 30092**

(Name and address of agent for service)

**(678) 421-3000**

(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 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):

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Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

PRIMEDIA Inc., a Delaware corporation (the Company ), hereby amends its Registration Statement on Form S-8 (File No. 333-56300) initially filed with the Securities and Exchange Commission (the Commission ) on February 28, 2001, as amended by Amendment No. 1 thereto, filed with the Commission on January 18, 2002 (as amended, the Registration Statement ) registering 17,940,488 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), by deregistering all of the Common Stock registered on the Registration Statement that has not been sold or offered or otherwise remains unissued.

On May 15, 2011, the Company, Pittsburgh Holdings, LLC ( Parent ) and Pittsburgh Acquisition, Inc., a wholly-owned subsidiary of Parent ( Merger Sub ), entered into an Agreement and Plan of Merger (the Merger Agreement ), pursuant to which on July 13, 2011 Merger Sub was merged with and into the Company, with the Company being the surviving corporation and continuing its separate existence under the laws of the State of Delaware (the Merger ). Pursuant to the Merger Agreement, on July 13, 2011, each issued and outstanding share of Common Stock (except those shares held by any of the Company s stockholders who are entitled to and who properly exercise, and do not withdraw or lose, appraisal rights and shares owned by the Company as treasury stock or by Parent or Merger Sub) were cancelled and converted automatically into the right to receive \$7.10 in cash, without interest and less any required withholding taxes. Therefore, the Company has ceased to be a publicly traded company, and in connection with the Merger, the Company is terminating all of its offerings of securities pursuant to its existing registration statements, including the Registration Statement.

In accordance with the undertaking contained in Part II, Item 9(a)(3) of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 2 to terminate the effectiveness of the Registration Statement and to remove from registration all of the Common Stock which remains unissued under the Registration Statement as of the date hereof, if any.

**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 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 Norcross, State of Georgia, on July 22, 2011.

PRIMEDIA INC.

By: /s/ KEITH L. BELKNAP  
**Keith L. Belknap**  
**Senior Vice President, General Counsel**  
**and Corporate Secretary**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                | Title   | Date          |
|--------------------------|---|---------------|
| /s/ CHARLES J. STUBBS    | President, Chief Executive Officer and Director | July 22, 2011 |
| <b>Charles J. Stubbs</b> | (Principal Executive Officer)                   |               |
| /s/ KIM R. PAYNE         | Senior Vice President Chief Financial Officer   | July 22, 2011 |
| <b>Kim R. Payne</b>      | (Principal Financial Officer)                   |               |
| /s/ J. MICHAEL BARBER    | Senior Vice President Chief Accounting Officer  | July 22, 2011 |
| <b>J. Michael Barber</b> | (Principal Accounting Officer)                  |               |
| /s/ JACOB M. CHACKO      | Director  | July 19, 2011 |
| <b>Jacob M. Chacko</b>   |   |               |
| /s/ ASIFF HIRJI          | Director  | July 22, 2011 |
| <b>Asiff Hirji</b>       |   |               |
| /s/ DAVID I. TRUJILLO    | Director  | July 22, 2011 |
| <b>David I. Trujillo</b> |   |               |