

MAGNETEK, INC.
Form POS AM
September 02, 2015

As filed with the Securities and Exchange Commission on September 2, 2015

Registration No. 333-198636

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MAGNETEK, INC.

(Exact name of Registrant as specified in its charter)

Delaware

95-3917584
(I.R.S. Employer Identification Number)

(State or other jurisdiction of incorporation or organization)

N49 W13650 Campbell Drive

**Menomonee Falls, Wisconsin
(Address of Principal Executive Offices)**

**53051
(Zip Code)**

**Scott S. Cramer
Vice President, General Counsel and
Corporate Secretary
Magnetek, Inc.**

Copy to:

Patrick G. Quick

Spencer T. Moats

N49 W13650 Campbell Drive

Foley & Lardner LLP

**Menomonee Falls, Wisconsin 53051
(262) 783-3500**

777 East Wisconsin Avenue

Milwaukee, Wisconsin 53202

(414) 271-2400

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

Approximate date of commencement of proposed sale to the public:

Not applicable. This post-effective amendment deregisters all of the securities that were unsold under the registration statement as of the date hereof.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

TERMINATION OF REGISTRATION

Pursuant to this Registration Statement on Form S-3 (the Registration Statement), Magnetek, Inc. (the Company) registered shares of its common stock, \$0.01 par value per share (the Common Stock), with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

On September 2, 2015, pursuant to the terms of that certain Agreement and Plan of Merger, dated as of July 26, 2015, by and among the Company, Columbus McKinnon Corporation, a New York corporation (Parent), and Megatron Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent (Purchaser), as amended, Purchaser merged with and into the Company, with the Company surviving as a wholly owned-subsiidiary of Parent (the Merger). In connection therewith, each outstanding share of Common Stock, other than shares of Common Stock (i) held by the Company in treasury or owned by Parent or any direct or indirect wholly-owned subsidiary of Parent (including Purchaser) or the Company, which in each case were cancelled and cease to exist, with no payment being made with respect thereto, and (ii) held by stockholders who are entitled to and properly exercise appraisal rights under Section 262 of the Delaware General Corporation Law, was converted into the right to receive \$50.00 in cash, payable net to the holder in cash, without interest, subject to any withholding of taxes required by applicable law.

As a result of the Merger, the Company terminated all offerings of its securities pursuant to its existing registration statements filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made that the Company made in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Common Stock that remain unsold at the termination of the offering, the Company hereby removes from registration all shares of the Common Stock registered under the Registration Statement that remained unsold as of the effective time of the Merger on September 2, 2015.

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-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Menomonee Falls, State of Wisconsin, on this 2nd day of September, 2015.

MAGNETEK, INC.

By: /s/ Peter M. McCormick
Peter M. McCormick

President and Chief Executive Officer

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.