

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
Form POS AM
March 30, 2017

As filed with the Securities and Exchange Commission on March 30, 2017.

Registration Statement No. 333-03189
Registration Statement No. 333-21021
Registration Statement No. 333-28711
Registration Statement No. 333-154714
Registration Statement No. 333-159985
Registration Statement No. 333-202422

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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-03189
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-21021
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-28711
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-154714
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-159985
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-202422

UNDER
THE SECURITIES ACT OF 1933

HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED

(Exact name of registrant as specified in its charter)

| | |
|---|-------------------------------|
| Delaware (State or other jurisdiction of | 11-2534306 |
| incorporation or organization) | (I.R.S. Employer |
| 400 Atlantic Street, Suite 1500 | Identification Number) |

Stamford, CT 06901

(203) 328-3500

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

Todd A. Suko

Executive Vice President and General Counsel

Harman International Industries, Incorporated

400 Atlantic Street, Suite 1500

Stamford, CT 06901

(203) 328-3500

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

Copies to:

Daniel Sae-Chin Kim, Esq.

Carl R. Sanchez, Esq.

Paul Hastings LLP

4747 Executive Drive, 12th Floor

San Diego, CA 92121

(858) 458-3000

From time to time after the effective date of this Registration Statement.

(Approximate date of commencement of proposed sale to the public)

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.

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

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statements on Form S-3 (collectively, the Registration Statements), filed with the Securities and Exchange Commission (the SEC) by Harman International Industries, Incorporated (the Company):

Registration Statement No. 333-03189, originally filed with the SEC on May 6, 1996, as amended by Amendment No. 1 thereto filed with the SEC on May 13, 1996, registering 4,600,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), including a 30-day option to purchase up to 600,000 additional shares of Common Stock, pro rata, solely to cover over-allotments, if any, granted by the Company and certain selling stockholders to the underwriters;

Registration Statement No. 333-21021, originally filed with the SEC on February 3, 1997, registering 96,117 shares of Common Stock;

Registration Statement No. 333-28711, originally filed with the SEC on June 6, 1997, as amended by Amendment No. 1 thereto filed with the SEC on June 23, 1997, registering the sale of \$150,000,000 in aggregate principal amount of Senior Notes due 2007;

Registration Statement No. 333-154714, originally filed with the SEC on October 23, 2008, registering (a) the sale of \$400,000,000 in aggregate principal amount of 1.25% Convertible Senior Notes due 2012, and (b) 4,629,640 shares of Common Stock issuable upon conversion of the notes to satisfy registration rights the Company granted to the selling security holders;

Registration Statement No. 333-159985, originally filed with SEC on June 15, 2009, registering an indeterminable amount of the Company's (a) Common Stock, (b) preferred stock, par value \$0.01 per share, (c) debt securities and (d) warrants, which may be offered and sold from time to time; and

Registration Statement No. 333-202422, originally filed with the SEC on March 2, 2015, registering 839,673 shares of Common Stock.

On March 10, 2017, pursuant to an Agreement and Plan of Merger, dated as of November 14, 2016, by and among the Company, Samsung Electronics Co., Ltd., a Korean corporation (Parent), Samsung Electronics America, Inc., a New York corporation and wholly owned subsidiary of Parent (Samsung USA), and Silk Delaware, Inc., a Delaware corporation and wholly owned subsidiary of Samsung USA (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company surviving the Merger as a wholly owned subsidiary of Samsung USA.

In connection with the Merger, the Company has terminated all offerings of the Company's securities pursuant to existing registration statements, including the Registration Statements. Accordingly, pursuant to the undertakings contained in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered that remain unsold at the termination of the offering, the Company is filing this post-effective amendment to the Registration Statements to deregister, and does hereby remove from registration, all securities that

had been registered under the Registration Statements that remain unsold as of the date hereof, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on March 30, 2017.

**Harman International Industries,
Incorporated**

By: /s/ Todd A. Suko
Todd A. Suko
Executive Vice President and General
Counsel

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