

XERIUM TECHNOLOGIES INC  
Form S-8 POS  
October 17, 2018

**As filed with the Securities and Exchange Commission on October 17, 2018**

**Registration No. 333-126420**

**Registration No. 333-155340**

**Registration No. 333-167195**

**Registration No. 333-179451**

**Registration No. 333-194318**

**Registration No. 333-218458**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 2 to**

**Form S-8 Registration Statement 333-126420**

**Form S-8 Registration Statement 333-155340**

**Post-Effective Amendment No. 1 to**

**Form S-8 Registration Statement 333-167195**

**Form S-8 Registration Statement 333-179451**

**Form S-8 Registration Statement 333-194318**

**Form S-8 Registration Statement 333-218458**

***UNDER***

***THE SECURITIES ACT OF 1933***

**XERIUM TECHNOLOGIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation or organization)**

**42-1558674**  
**(I.R.S. Employer Identification No.)**

**14101 Capital Boulevard**

**Youngsville, NC**  
**(Address of Principal Executive Offices)**

**27596**  
**(Zip Code)**

**Inducement Restricted Stock Unit Award Agreement with Mark Staton**

**Xerium Technologies, Inc. 2010 Equity Incentive Plan**

**Inducement Restricted Stock Unit Award to Harold C. Bevis**

**Inducement Stock Option Award to Harold C. Bevis**

**Xerium Technologies, Inc. 2005 Equity Incentive Plan**

**(Full titles of the plans)**

**Phillip B. Kennedy**

**Executive Vice President, General Counsel & Secretary**

**Xerium Technologies, Inc.**

**14101 Capital Boulevard**

**Youngsville, North Carolina 27596**

**(919) 526-1414**

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

*Copies to:*

**Latham & Watkins LLP**

**555 11th Street, NW, Suite 1000**

**Washington, DC 20004**

**Attn: William P. O Neill**

**Kilpatrick Townsend & Stockton, LLP**

**1100 Peachtree Street, Suite 2800**

**Atlanta, Georgia 30309-4528**

**Attn: W. Benjamin Barkley**

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.

## DEREGISTRATION OF SECURITIES

These Post-Effective Amendments (the "Post-Effective Amendments") relate to the following Registration Statements of Xerium Technologies, Inc. (the "Registrant") on Form S-8 (collectively, the "Registration Statements"):

Registration Statement on Form S-8 (No. 333-126420), which was filed with the Securities and Exchange Commission (the "SEC") on July 6, 2005 and amended on May 28, 2010, registering 125,000 shares of the Registrant's common stock, par value \$0.001 per share ("Common Stock"), for issuance under the Registrant's 2005 Equity Incentive Plan;

Registration Statement on Form S-8 (No. 333-155340), which was filed with the SEC on November 13, 2008 and amended on May 28, 2010, registering 250,000 shares of Common Stock for issuance under the Registrant's 2005 Equity Incentive Plan;

Registration Statement on Form S-8 (No. 333-167195), which was filed with the SEC on May 28, 2010, registering 463,525 shares of Common Stock for issuance under the Registrant's 2010 Equity Incentive Plan;

Registration Statement on Form S-8 (No. 333-179451), which was filed with the SEC on February 9, 2012, registering 450,000 shares of Common Stock for issuance under the Registrant's 2010 Equity Incentive Plan;

Registration Statement on Form S-8 (No. 333-194318), which was filed with the SEC on March 4, 2014, registering (i) 750,000 shares of Common Stock for issuance under the Registrant's 2010 Equity Incentive Plan and (ii) shares of Common Stock for issuance in connection with the awards to Harold C. Bevis of (a) 204,208 restricted stock units and (b) options to purchase 781,701 shares of Common Stock; and

Registration Statement on Form S-8 (No. 333-218458), which was filed with the SEC on June 2, 2017, registering 600,000 shares of Common Stock for issuance in connection with the Inducement Restricted Stock Unit Award Agreement with Mark Staton.

On October 17, 2018, the Registrant completed the merger contemplated by the Agreement and Plan of Merger, dated as of June 24, 2018 (the "Merger Agreement"), with Andritz AG, a joint stock corporation organized under the laws of Austria with its seat at Graz, Austria ("Parent"), and XYZ Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Parent ("Merger Subsidiary"). Pursuant to the Merger Agreement, Merger Subsidiary merged with and into the Registrant (the "Merger"), with the Registrant surviving the Merger as an indirect wholly-owned subsidiary of Parent. At the effective time of the Merger, each outstanding share of Common Stock (other than any shares owned by the Registrant and its subsidiaries or Parent and its subsidiaries (including Merger Subsidiary) or any dissenting shares) was automatically converted into the right to receive \$13.50 in cash, without interest.

As a result of the Merger, the Registrant has terminated all offerings of the Registrant's securities pursuant to the Registration Statements. The Registrant hereby terminates the effectiveness of the Registration Statements and removes from registration any and all securities of the Registrant registered for sale under the Registration Statements that remain unsold as of the date of these Post-Effective Amendments.

**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 these Post-Effective Amendments to the Registration Statements and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Youngsville, State of North Carolina, on October 17, 2018.

**XERIUM TECHNOLOGIES, INC.**

By: /s/ Phillip B. Kennedy  
Phillip B. Kennedy  
(pursuant to Rule 478 under the Securities  
Act)