

LEGGETT & PLATT INC  
Form S-8 POS  
January 15, 2019

As filed with the Securities and Exchange Commission on January 15, 2019

Registration No. 333-202727

**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*

**LEGGETT & PLATT, INCORPORATED**

**(Exact Name of Registrant As Specified In Its Charter)**

**Missouri**  
**(State or other jurisdiction of**

**44-0324630**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**No. 1 Leggett Road**

**Carthage, Missouri**  
**(Address of Principal Executive Offices)**

**64836**  
**(Zip Code)**

**LEGGETT & PLATT, INCORPORATED**

**STOCK BONUS PLAN**

**(Full Title of the Plan)**

**SCOTT S. DOUGLAS**

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

**Leggett & Platt, Incorporated**

**No. 1 Leggett Road, Carthage, Missouri 64836**

**(Name and address of agent for service)**

**(417) 358-8131**

**(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, 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.

**EXPLANATORY NOTE**

**TERMINATION OF REGISTRATION STATEMENT**

**AND**

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 filed by Leggett & Platt, Incorporated (the Company ) and the Leggett & Platt, Incorporated 401(K) Plan and Trust Agreement, as successor to the Leggett & Platt, Incorporated Stock Bonus Plan (the Plan ) removes from registration any and all shares of the Company s common stock, \$0.01 par value per share (the Common Stock ), and an indeterminate amount of interests to be offered or sold, all pursuant to the Plan that remain unsold under the Registration Statement on Form S-8 (No. 333-202727) (the Registration Statement ), which was filed with the Securities and Exchange Commission on March 13, 2015, pertaining to the registration of 2,000,000 shares of Common Stock and an indeterminate amount of interests for issuance under the Plan.

In accordance with the undertaking contained in the Registration Statement (pursuant to Item 512(a)(3) of Regulation S-K), the Company hereby removes from registration any securities that were registered but unsold under the Registration Statement. The Company is removing from registration such securities because its obligation to maintain the effectiveness of the Registration Statement has terminated as a result of the merger of the Plan into the Leggett & Platt, Incorporated 401(K) Plan and Trust Agreement. The merger was effective December 31, 2018. As a result of the merger, the Company has terminated all offerings of the Company s securities pursuant to the Registration Statement.

Accordingly, the Company files this Post-Effective Amendment No. 1 to the Registration Statement to terminate the effectiveness of the Registration Statement and to deregister all shares of Common Stock under the Registration Statement, and all interests in the Plan that were registered for issuance pursuant to the Registration Statement and that remain unsold as of the date hereof.

This Post-Effective Amendment No. 1 does not deregister the shares of Common Stock and associated plan interests registered under the Leggett & Platt, Incorporated 401(K) Plan and Trust Agreement.

**Item 8. Exhibits.**

The following exhibit has been filed with this Post-Effective Amendment No. 1 to Registration Statement:

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 24                 | <u>Power of Attorney dated February 25, 2015, filed March 13, 2015, as Exhibit 24 to the Company s Form S-8 Registration Statement No. 333-202727, is incorporated by reference.</u> |

---

**SIGNATURES**

**The Registrant.** 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. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carthage, State of Missouri, on January 15, 2019.

LEGGETT & PLATT, INCORPORATED

By: /s/ MATTHEW C. FLANIGAN  
**Matthew C. Flanigan**  
**Executive Vice President & Chief Financial Officer**

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.

| <b>Signature</b>                                    | <b>Title</b>  | <b>Date</b>      |
|---|---|------------------|
| /s/ KARL G. GLASSMAN<br>Karl G. Glassman            | President & Chief Executive Officer, Director<br>(Principal Executive Officer)                | January 15, 2019 |
| /s/ MATTHEW C. FLANIGAN<br>Matthew C. Flanigan      | Executive Vice President & Chief Financial Officer, Director<br>(Principal Financial Officer) | January 15, 2019 |
| /s/ TAMMY M. TRENT<br>Tammy M. Trent                | Senior Vice President and Chief Accounting Officer<br>(Principal Accounting Officer)          | January 15, 2019 |
| /s/ ROBERT E. BRUNNER*<br>Robert E. Brunner         | Director  |                  |
| /s/ R. TED ENLOE, III*<br>R. Ted Enloe, III         | Director  |                  |
| /s/ MANUEL A FERNANDEZ*<br>Manuel A. Fernandez      | Director  |                  |
| /s/ JOSEPH W. MCCLANATHAN*<br>Joseph W. McClanathan | Director  |                  |

Edgar Filing: LEGGETT & PLATT INC - Form S-8 POS

Joseph W. McClanathan

/s/ JUDY C. ODOM\*

Director

Judy C. Odom

Director

Srikanth Padmanabhan

/s/ PHOEBE A. WOOD\*

Director

Phoebe A. Wood

\*By: /s/ MATTHEW C. FLANIGAN  
Matthew C. Flanigan  
*Attorney-in-Fact*

January 15, 2019

*Under Power-of-Attorney*

*dated February 25, 2015*

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carthage, State of Missouri, on January 15, 2019.

LEGGETT & PLATT, INCORPORATED 401(K) PLAN  
AND TRUST AGREEMENT, AS SUCCESSOR TO  
THE LEGGETT & PLATT, INCORPORATED STOCK  
BONUS PLAN

By: */s/ JASON L. GORHAM*  
**Jason L. Gorham**  
**Vice President Human Resources and**  
**401(K) Plan Administrative Committee Chair**