

Edgar Filing: USA EDUCATION INC - Form S-8 POS

USA EDUCATION INC  
Form S-8 POS  
August 29, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 29, 2001  
REGISTRATION NO. 333-80921

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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

USA EDUCATION, INC.  
(formerly SLM Holding Corporation)  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

52-2013874  
(I.R.S. Employer Identification No.)

1160 SALLIE MAE DRIVE  
RESTON, VIRGINIA  
(Address of Principal Executive Offices)

20193  
(Zip Code)

SALLIE MAE DEFERRED COMPENSATION PLAN FOR KEY EMPLOYEES  
(Full Title of the Plan)

MARIANNE M. KELER  
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
USA EDUCATION, INC.  
11600 SALLIE MAE DRIVE  
RESTON, VIRGINIA 20193  
(Name and Address of Agent for Service)

(703) 810-3000  
(Telephone Number, Including Area Code, of Agent for Service)

Copy to:  
THOMAS D. WASHBURN, JR., ESQ.  
MICHAEL W. CONRON, ESQ.  
VENABLE, BAETJER AND HOWARD, LLP  
SUITE 1800, 2 HOPKINS PLAZA  
BALTIMORE, MD 21201-2978  
(410) 244-7400

DEREGISTRATION

In accordance with the undertakings contained in Part II of this

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Registration Statement and Item 512 of Regulation S-K, USA Education, Inc. (formerly SLM Holding Corporation) (the "Company") has filed this Post-Effective Amendment No. 1 to remove from registration \$6,839,157 of unsecured obligations of the Company to pay deferred compensation in the future in accordance with the terms of the Sallie Mae Deferred Compensation Plan for Key Employees. The Company intends to register all securities that are removed from registration by this Post-Effective Amendment No. 1 on Form S-8 and to transfer the fee paid in connection with this registration statement in accordance with Rule 457(p).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 (Registration No. 333-80921) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reston, Commonwealth of Virginia, on this 27th day of August 2001.

USA EDUCATION, INC.

By: /s/ ALBERT L. LORD

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Albert L. Lord

Each person whose signature appears below constitutes and appoints Marianne M. Keler and Mary F. Eure, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURE<br>-----                              | TITLE<br>-----                                                             |
|-------------------------------------------------|----------------------------------------------------------------------------|
| /s/ ALBERT L. LORD<br>-----<br>Albert L. Lord   | Chief Executive Officer<br>(Principal Executive Officer)                   |
| /s/ JOHN F. REMONDI<br>-----<br>John F. Remondi | Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) |
| /s/ EDWARD A. FOX                               | Chairman of the Board of Directors                                         |

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Edward A. Fox

/s/ CHARLES L. DALEY Director A  
-----  
Charles L. Daley

/s/ WILLIAM M. DIEFENDERFER, III Director A  
-----  
William M. Diefenderfer, III

/s/ THOMAS J. FITZPATRICK Director A  
-----  
Thomas J. Fitzpatrick

/s/ DIANE SUITT GILLELAND Director A  
-----  
Diane Suitt Gilleland

/s/ EARL A. GOODE Director A  
-----  
Earl A. Goode

/s/ ANN TORRE GRANT Director A  
-----  
Ann Torre Grant

/s/ RONALD F. HUNT Director A  
-----  
Ronald F. Hunt

/s/ BENJAMIN J. LAMBERT, III Director A  
-----  
Benjamin J. Lambert, III

/s/ JAMES C. LITZENICH Director A  
-----  
James C. Litzenich

/s/ BARRY A. MUNITZ Director A  
-----  
Barry A. Munitz

/s/ A. ALEXANDER PORTER, JR Director A  
-----  
A. Alexander Porter, Jr.

/s/ WOLFGANG SCHOELLKOPF Director A  
-----  
Wolfgang Schoellkopf

/s/ STEVEN L. SHAPIRO Director A  
-----  
Steven L. Shapiro

/s/ BARRY L. WILLIAMS Director A  
-----  
Barry L. Williams

