

DEPOMED INC  
Form S-8 POS  
August 14, 2018

As filed with the Securities and Exchange Commission on August 14, 2018

Registration No. 333-105994

Registration No. 333-101796

Registration No. 333-54982

Registration No. 333-85419

Registration No. 333-66923

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-105994**

**Form S-8 Registration Statement No. 333-101796**

**Form S-8 Registration Statement No. 333-54982**

**Form S-8 Registration Statement No. 333-85419**

**Form S-8 Registration Statement No. 333-66923**

**UNDER**

**THE SECURITIES ACT OF 1933**

# Depomed, Inc.

(Exact name of registrant as specified in its charter)

**California**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**94-3229046**  
(I.R.S. Employer  
Identification No.)

**7999 Gateway Blvd., Suite 300**

**Newark, California 94560**

(Address of Principal Executive Offices)

## **Amended and Restated 1995 Stock Option Plan**

(Full Titles of the Plans)

**Arthur J. Higgins**

**President and Chief Executive Officer**

**7999 Gateway Blvd., Suite 300**

**Newark, California 94560**

**Telephone: (510) 744-8000**

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

---

**Copy to:**

**Ryan A. Murr, Esq.**

Gibson, Dunn & Crutcher LLP

555 Mission Street, Suite 3000

San Francisco, California 94105

Telephone: (415) 393-8373

Facsimile: (415) 374-8430

## Edgar Filing: DEPOMED INC - Form S-8 POS

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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**

This Post-Effective Amendment, filed by Depomed, Inc., a California corporation (the Company), relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements), filed with the Securities and Exchange Commission (the SEC) by the Company:

- Registration Statement No. 333-105994, filed with the SEC on June 10, 2003, pertaining to the registration of 1,800,000 shares of the Company's common stock issuable pursuant to the Depomed, Inc. Amended and Restated 1995 Stock Option Plan (the 1995 Plan).
- Registration Statement No. 333-101796, filed with the SEC on December 12, 2002, pertaining to the registration of 500,000 shares of the Company's common stock issuable pursuant to the 1995 Plan.
- Registration Statement No. 333-54982, filed with the SEC on February 5, 2001, pertaining to the registration of 600,000 shares of the Company's common stock issuable pursuant to the 1995 Plan.
- Registration Statement No. 333-85419, filed with the SEC on August 17, 1999, pertaining to the registration of 800,000 shares of the Company's common stock issuable pursuant to the 1995 Plan.
- Registration Statement No. 333-66923, filed with the SEC on November 6, 1998, pertaining to the registration of 1,000,000 shares of the Company's common stock issuable pursuant to the 1995 Plan.

No outstanding obligations exist under the 1995 Plan and the Company will not issue any common stock under the 1995 Plan. Consequently, the Company is filing this Post-Effective Amendment to these Registration Statements to withdraw and remove from registration, and hereby does withdraw and remove from registration, the registered but unissued securities issuable by the Company pursuant to the above-referenced Registration Statements.

**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 on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, Illinois, on August 14, 2018.

**Depomed, Inc.**

By: /s/ Amar Murugan  
Amar Murugan  
Senior Vice President and General Counsel

\* Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment.