

PACER INTERNATIONAL INC  
Form S-8 POS  
April 01, 2014

**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***

**PACER INTERNATIONAL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Tennessee**  
**(State or Other Jurisdiction of**

**Five Greenwich Office Park**  
**Greenwich, CT 06831**

**69-0935669**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**(Address of Principal Executive**  
**Offices)**

**Identification Number)**

**Pacer International, Inc. 2006 Long Term Incentive Plan**

**(Full Title of the Plan)**

**Gordon E. Devens**

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

**XPO Logistics, Inc.**

**Five Greenwich Office Park**

**Greenwich, CT 06831**

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

**(855) 976-4636**

**(Telephone Number, including Area Code, of agent for service)**

*Copy To:*

**Adam O. Emmerich**

**David K. Lam**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, NY 10019**

**(212) 403-1000**

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 ☐



## **DEREGISTRATION OF SECURITIES**

On May 9, 2007, Pacer International, Inc. (the Registrant ) filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-142766 (the Registration Statement ), for the registration of 2,500,000 shares of common stock, par value \$0.01 per share under the Pacer International, Inc. 2006 Long Term Incentive Plan.

On March 31, 2014, pursuant to the terms of the Agreement and Plan of Merger, dated as of January 5, 2014 (the Merger Agreement ), by and among the Registrant, XPO Logistics, Inc., and Acquisition Sub, Inc. ( Merger Sub ), Merger Sub merged with and into the Registrant (the Merger ), with the Registrant surviving the Merger. As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. This Post-Effective Amendment to the Registration Statement is being filed solely for the purpose of deregistering any and all securities registered under the Registration Statement that remain unsold.

**SIGNATURES**

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 this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwich, Connecticut, on April 1, 2014.

PACER INTERNATIONAL, INC.

By: /s/ Gordon E. Devens  
Name: Gordon E. Devens  
Title: Assistant Secretary

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance upon Rule 478 of the Securities Act.