

Edgar Filing: Invesco Ltd. - Form S-8 POS

Invesco Ltd.  
Form S-8 POS  
November 04, 2009  
As filed with the Securities and Exchange Commission on November 4, 2009.

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## **Invesco Ltd.**

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

**Bermuda**

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

**98-0557567**

*(I.R.S. Employer Identification No.)*

**1555 Peachtree Street, N.E.**

**Atlanta, Georgia 30309**

**Telephone: (404) 892-0896**

*(Address and Telephone Number of Registrant's Principal Executive Offices)*

**Rules of the AMVESCAP International Sharesave Plan**

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**Invesco 401(k) Plan**

**A I M Management Group Inc. 1991 Stock Option Plan**

**A I M Management Group Inc. Amended and Restated 1993 Stock Option Plan for Employees**

**A I M Management Group Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors**

(Full title of the plans)

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**Kevin Carome**

**Senior Managing Director and General Counsel**

**Invesco Ltd.**

**1555 Peachtree Street N.E.**

**Atlanta, Georgia 30309**

**Telephone: (404) 479-2945**

**Facsimile: (404) 962-8293**

(Name, address, and telephone number,

of agent for service)

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*Copies to:*

**Michael L. Stevens**

**Alston & Bird LLP**

**One Atlantic Center**

**1201 West Peachtree Street, NW**

**Atlanta, Georgia 30309**

**Telephone: (404) 881-7970**

**Facsimile: (404) 253-8858**

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.

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(Check one):

Large accelerated filer  x

Accelerated filer  O

Non-accelerated filer  O

Smaller reporting company  O

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### EXPLANATORY NOTE

On December 4, 2007, Invesco Ltd., a Bermuda corporation (the "Registrant"), became the holding company of INVESCO PLC, a public company organized under the laws of England and Wales ("Invesco-UK"), pursuant to a United Kingdom court-approved scheme of arrangement (the "Scheme") in which the Invesco-UK ordinary shares and the Invesco-UK American Depositary Shares were exchanged for common shares of the Registrant.

This Post-Effective Amendment No. 1 to the registration statements on Form S-8, Registration Nos. 333-8962, 333-10602, 333-11428 and 333-11596, filed with the Securities and Exchange Commission (the "Commission") on June 16, 1998, July 16, 1999, February 3, 2000 and March 3, 2000, respectively, by Invesco-UK (as amended, the "Registration Statements"), relating to the A I M Management Group Inc. 1991 Stock Option Plan, the A I M Management Group Inc. Amended and Restated 1993 Stock Option Plan for Employees, the A I M Management Group Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors, the Invesco 401(k) Plan and the Rules of the AMVESCAP International Sharesave Plan, respectively, is being filed by the Registrant as the successor issuer to Invesco-UK following the Scheme in accordance with the undertaking made by Invesco-UK in the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering.

Accordingly, the Registrant hereby removes from registration the securities registered but unsold under the Registration Statements.

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**SIGNATURES**

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Pursuant to the requirements of the Securities Act, 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 Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atlanta, state of Georgia, on this 4th day of November, 2009.

**INVESCO LTD.**

By: /s/ Martin L.  
Flanagan  
  
Martin L. Flanagan  
  
President and Chief Executive  
Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated.

| Signature   | Title  | Date             |
|---|--|------------------|
| <u>/s/ Martin L. Flanagan</u><br>Martin L. Flanagan | President, Chief Executive Officer<br>(Principal Executive Officer) and<br>Director          | November 4, 2009 |
| <u>/s/ Loren M. Starr</u><br>Loren M. Starr         | Senior Managing Director and Chief<br>Financial Officer<br><br>(Principal Financial Officer) | November 4, 2009 |
| <u>/s/ David A. Hartley</u><br>David A. Hartley     | Chief Accounting Officer<br><br>(Principal Accounting Officer)                               | November 4, 2009 |

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/s/ Rex D. Adams Director November 4, 2009

Rex D. Adams

/s/ Sir John Banham Director November 4, 2009

Sir John Banham

/s/ Joseph R. Canion Director November 4, 2009

Joseph R. Canion

\_\_\_\_\_, 2009 Director

Ben F. Johnson, III

/s/ Denis Kessler Director November 4, 2009

Denis Kessler

/s/ Edward P. Lawrence Director November 4, 2009

Edward P. Lawrence

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/s/ J. Thomas Presby Director November 4, 2009

J. Thomas Presby

/s/ James I. Robertson Director November 4, 2009

James I. Robertson

