

SOLA INTERNATIONAL INC

Form S-8 POS

July 13, 2005

As filed with the Securities and Exchange Commission on July 13, 2005

**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**

**SOLA INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

94-3189941  
(I.R.S. Employer  
Identification No.)

10590 West Ocean Air Drive  
Suite 300  
San Diego, CA 92130  
(Address of principal executive offices) (Zip Code)

**SOLA OPTICAL 401(K) SAVINGS PLAN**  
(Full title of the plan)

Jeremy C. Bishop  
Chief Executive Officer  
10590 West Ocean Air Drive  
Suite 300  
San Diego, CA 92130  
(858) 509-9899  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

**EXPLANATORY NOTE**

On May 24, 1996, Sola International Inc., a Delaware corporation (the Registrant ), filed a Registration Statement on Form S-8 (Registration No. 333-04489) (the Registration Statement ), which registered an indeterminate amount of interests in the 401(k) Savings Plan of the Registrant in connection with the Sola Optical 401(k) Savings Plan. The purpose of this Post-Effective Amendment No. 1 to the Registration Statement is to deregister and remove from registration such interests in the 401(k) Savings Plan of the Registrant previously registered on the Registration Statement that have not been sold as of the date hereof. This action is due to the termination of the offering contemplated by the Registration Statement upon the delisting and deregistration of all the equity securities of the Registrant pursuant to the Form 15 filed on March 23, 2005.

-2-

---

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), and in accordance with Rule 478(a)(4) under the Securities Act, Sola International Inc. 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 13th day of July, 2005.

SOLA INTERNATIONAL INC.

By: /s/ Jeremy C. Bishop  
Jeremy C. Bishop  
Chief Executive Officer

-3-