

GERBER SCIENTIFIC INC
Form S-8 POS
August 24, 2011

Registration No. 333-153674

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

Gerber Scientific, Inc.
(Exact name of Registrant as specified in its charter)

Connecticut
(State or other jurisdiction of
incorporation or organization)

06-0640743
(I.R.S. Employer
Identification No.)

24 Industrial Park Road West
Tolland, Connecticut
(Address of Principal Executive Offices)

06084
(Zip Code)

Gerber Scientific, Inc. 2006 Omnibus Incentive Plan
(Full title of the plan)

William V. Grickis, Jr.
Senior Vice President, General Counsel and Secretary
24 Industrial Park Road West
Tolland, Connecticut 06084

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(Name and address of agent for service)

(860) 870-2890

(Telephone number, including area code, of agent for service)

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company) Smaller reporting company

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1, filed by Gerber Scientific, Inc., a Connecticut corporation (the “Company”), relates to the Company’s Registration Statement on Form S-8 (File No. 33-153674) (the “Registration Statement”), which was filed with the Commission on September 25, 2008, pertaining to the registration of 1,500,000 shares of common stock of the Company pursuant to the Gerber Scientific, Inc. 2006 Omnibus Incentive Plan.

On August 22, 2011, pursuant to the Agreement and Plan of Merger, dated as of June 10, 2011, among the Company, Vector Knife Holdings (Cayman), Ltd., a Cayman company (“Parent”), and Knife Merger Sub, Inc., a Connecticut corporation and wholly owned subsidiary of Parent (“Merger Sub”), Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and as a wholly owned subsidiary of Parent.

In connection with the transactions contemplated by the Merger Agreement, and in accordance with an undertaking made by the Company in the Registration Statement, the Company hereby removes and withdraws from registration all securities of the Company registered pursuant to the Registration Statement that remain unsold as of the date hereof.

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 on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tolland, State of Connecticut, on August 23, 2011.

GERBER SCIENTIFIC, INC.

By: /s/ Marc T. Giles
 Marc T. Giles
 President and Chief Executive Officer
 (Duly Authorized Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Marc T. Giles Marc T. Giles | President, Chief Executive Officer and Director (Principal Executive Officer) | August 23, 2011 |
| /s/ Michael R. Elia Michael R. Elia | Executive Vice President, Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer) | August 23, 2011 |
| /s/ Alex Slusky Alex Slusky | Director | August 23, 2011 |
| /s/ Amish Mehta Amish Mehta | Director | August 23, 2011 |
| /s/ David Baylor David Baylor | Director | August 23, 2011 |