

PERFORMANCE TECHNOLOGIES INC \DE\  
Form POS AM  
February 26, 2014

As filed with the Securities and Exchange Commission on February 26, 2014

Registration No. 333-94371

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

Performance Technologies, Incorporated  
(Exact name of registrant as specified in its charter)

**Delaware** **16-1158413**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)  
**140 Canal View Boulevard**

**Rochester, New York 14623**

**(585) 256-0200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jeffrey M. Snider**

**Secretary**

**Performance Technologies, Incorporated**

**140 Canal View Boulevard**

**Rochester, New York 14623**

**(585) 256-0200**

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

*Copy to:*

**Jay Bothwick**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, Massachusetts 02109**

**(617) 526-6526**

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

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to Form S-3 relates to the Registration Statement on Form S-3 (File No. 333-94371), filed with the Securities and Exchange Commission on January 11, 2000, as amended on January 28, 2000 (the "Registration Statement") by Performance Technologies, Incorporated, a Delaware corporation ("PT"). The Registration Statement registered 2,165,732 shares of PT's common stock, par value \$0.01 per share (the "Shares").

On December 12, 2013, PT entered into an Agreement and Plan of Merger (the "Merger Agreement") with Sonus Networks, Inc., a Delaware corporation ("Sonus"), and Purple Acquisition Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Sonus (the "Merger Sub"). Pursuant to the Merger Agreement, on February 19, 2014, the Merger Sub was merged with and into PT with PT continuing as the surviving corporation and as a wholly owned subsidiary of Sonus (the "Merger").

In connection with the Merger, PT has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, by means of this Post-Effective Amendment No. 1, PT hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by PT in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, removes from registration all remaining Shares under 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-3 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 Rochester, State of New York, on this 26<sup>th</sup> day of February, 2014.

PERFORMANCE TECHNOLOGIES, INCORPORATED

By: /s/ Jeffrey M. Snider  
Name: Jeffrey M. Snider  
Title: Secretary

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

| <b>Signature</b>       | <b>Title</b>   | <b>Date</b>       |
|------------------------|--|-------------------|
| /s/ Mark T. Greenquist | Chief Executive Officer, President and Treasurer   | February 26, 2014 |
| Mark T. Greenquist     | (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer) and Director |                   |
| /s/ Jeffrey M. Snider  | Secretary and Director   | February 26, 2014 |
| Jeffrey M. Snider      |  |                   |