

AVOCENT CORP  
Form S-8 POS  
August 10, 2005  
As filed with the Securities and Exchange Commission on August 10, 2005

Registration No. 333-54162

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 1  
TO

## FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## AVOCENT CORPORATION

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**4991 Corporate Drive**  
**Huntsville, Alabama 35805**  
**(256) 430-4000**  
(Address of Principal Executive  
Offices)

**91-2032368**  
(I.R.S. Employer  
Identification No.)

**Avocent Corporation 2000 Employee Stock Purchase Plan**  
**Avocent Corporation 2000 Stock Option Plan**  
**Avocent Corporation 2000 Transition Nonstatutory Stock Option Plan**  
**Equinox Systems Inc. 1992 Non-Qualified Stock Option Plan**  
**Equinox Systems Inc. 1993 Stock Option Plan**  
**Equinox Systems Inc. Directors Stock Option Plan**  
**Equinox Systems Inc. 2000 Directors Stock Option Plan**

(Full title of the plan)

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**Samuel F. Saracino, Esq.**  
**Executive Vice President of Legal and Corporate Affairs,**  
**General Counsel, and Secretary**

**9911 Willows Road N.E.**

**Redmond, Washington 98052**  
**(425) 861-5858**

(Name, address, and telephone number of agent for service)

Copy to:

**Patrick J. Schultheis, Esq.**  
**Wilson Sonsini Goodrich & Rosati,**  
**Professional Corporation**  
**701 Fifth Avenue, Suite 5100**  
**Seattle, WA 98104-7036**  
**(206) 882-2500**

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A portion of the offering contemplated by this Registration is terminated. Pursuant to the undertakings contained in Item 9 of the Registration Statement, the Registrant files this Post-Effective Amendment No. 1 to deregister (a) 253,646 shares originally registered by the Registration Statement for issuance pursuant to the Avocent Corporation 2000 Stock Option Plan and (b) 123,323 shares originally registered by the Registration Statement for issuance pursuant to the Avocent Corporation 2000 Transition Nonstatutory Stock Option Plan that remained unsold as of the termination of the offering.

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**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on August 9, 2005.

AVOCENT CORPORATION

By: */s/ Samuel F. Saracino*  
 Samuel F. Saracino  
 Executive Vice President of Legal and Corporate  
 Affairs, General Counsel, and Secretary

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Samuel F. Saracino, Edward H. Blankenship and Doyle C. Weeks and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

**Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.**

| Signature                        | Title  | Date           |
|----------------------------------|--|----------------|
| <i>/s/ John R. Cooper</i>        | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)   | August 9, 2005 |
| John R. Cooper                   |  |                |
| <i>/s/ Edward H. Blankenship</i> | Senior Vice President of Finance, Chief Financial Officer, Treasurer, and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer) | August 9, 2005 |
| Edward H. Blankenship            |  |                |
|                                  | Director   | August 9, 2005 |
| Harold D. Copperman              |  |                |
|                                  | Director   | August 9, 2005 |
| Francis A. Dramis, Jr.           |  |                |
| *                                | Director   | August 9, 2005 |
| Edwin L. Harper                  |  |                |



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|  |                        |                |
|--|------------------------|----------------|
| /s/ William H. McAleer<br>William H. McAleer | Director               | August 9, 2005 |
| *<br>Stephen F. Thornton                     | Director               | August 9, 2005 |
| David P. Vieau                               | Director               | August 9, 2005 |
| *<br>Doyle C. Weeks                          | President and Director | August 9, 2005 |

\* By: /s/ Samuel F. Saracino  
Samuel F. Saracino  
Attorney-in-Fact