

WINMARK CORP
Form S-8 POS
May 10, 2007

Registration No. 333-3236

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

WINMARK CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation or Organization)

41-1622691

(I.R.S. Employer Identification Number)

4200 Dahlberg Drive, Suite 100

Golden Valley, MN 55422-4837

(Address of principal executive offices) (Zip Code)

Winmark Corporation

401(k) Savings Plan

(Full Title of the Plan)

Catherine P. Heaven, Esq.

4200 Dahlberg Drive, Suite 100

Minneapolis, Minnesota 55422-4837

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(763) 520-8500

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Daniel A. Yarano, Esq.

Fredrikson & Byron, P.A.

200 South Sixth Street, Suite 4000

Minneapolis, Minnesota 55402-1425

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On April 4, 1996, Winmark Corporation (the Company) filed a Registration Statement on Form S-8 (Registration No. 333-3236), (the Registration Statement), for the sale of 10,000 shares of the Company s common stock, no par value (the Common Stock), under the Winmark Corporation 401(k) Savings Plan (the Plan) and an indeterminate amount of interests to be offered or sold pursuant to the Plan. In accordance with the undertakings contained in the Registration Statement, the Company files this Post-Effective Amendment No. 1 to the Registration Statement to deregister all shares of Common Stock and interests in the Plan available under the Registration Statement that remain unsold as of the date hereof.

The Company has eliminated the Company stock investment feature of the Plan. Accordingly, no further investments may be made under the Plan in the Common Stock. In addition, any Plan funds previously invested in the Common Stock were transferred out of such investment. As a result, no Common Stock is held under the Plan. Thus, this Post-Effective Amendment No. 1 is being filed to deregister all Plan interests and the shares of Common Stock that have not been issued under the Plan.

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SIGNATURES

The Registrant. 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 its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis and State of Minnesota, on 10th day of May, 2007.

WINMARK CORPORATION
(the Registrant)

By /s/ Catherine P. Heaven
 Catherine P. Heaven, General Counsel

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------------------------|---------------------------------------------------------------------------------|--------------|
| /s/ John L. Morgan John L. Morgan | Chairman of the Board and Chief Executive Officer (principal executive officer) | May 10, 2007 |
| /s/ Brett D. Heffes Brett D. Heffes | Chief Financial Officer and Treasurer (principal financial officer) | May 10, 2007 |
| /s/ Gary Stofferahn Gary Stofferahn | Controller (principal accounting officer) | May 10, 2007 |
| /s/ Kirk A. MacKenzie Kirk A. MacKenzie | Vice Chairman and Director | May 10, 2007 |
| /s/ William D. Dunlap William D. Dunlap | Director | May 10, 2007 |
| /s/ Jenele C. Grassle Jenele C. Grassle | Director | May 10, 2007 |
| /s/ Paul C. Reyelts Paul C. Reyelts | Director | May 10, 2007 |
| /s/ Mark L. Wilson Mark L. Wilson | Director | May 10, 2007 |
| /s/ Dean B. Phillips Dean B. Phillips | Director | May 10, 2007 |