

BENCHMARK ELECTRONICS INC  
Form S-8 POS  
July 30, 2010

As filed with the Securities and Exchange Commission on July 30, 2010

Registration No. 333-54186

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

Benchmark Electronics, Inc.  
(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of  
incorporation or organization)

74-2211011  
(I.R.S. Employer  
Identification No.)

3000 Technology Drive  
Angleton, Texas  
(Address of Principal Executive Offices)

77515  
(Zip Code)

BENCHMARK ELECTRONICS, INC.  
2000 STOCK AWARDS PLAN  
(Full title of plan)

Cary T. Fu  
Chief Executive Officer  
Benchmark Electronics, Inc.  
3000 Technology Drive  
Angleton, Texas 77515  
(Name and address of agent for service)

(979) 849-6550  
(Telephone number, including area code, of agent for service)

Copies to:  
William J. Whelan, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019

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.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

---

EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed on January 23, 2001 (File No. 333-54186) is filed in order to deregister securities remaining under such Registration Statement.

On January 23, 2001, the Registrant filed the Registration Statement on Form S-8 (File No. 333-54186) to register an aggregate of 2,000,000 (4,500,000 after stock-splits) Common Shares issuable under the 2000 Stock Awards Plan (the "2000 Plan") of Benchmark Electronics, Inc. On August 21, 2006, the Registrant filed the Registration Statement on Form S-8 (File No. 333-136798) to register an aggregate of 6,750,000 Common Shares issuable under the 2000 Plan. On May 18, 2010 (the "Approval Date"), the Registrant's shareholders approved the adoption of the 2010 Omnibus Incentive Compensation Plan (the "2010 Plan") which provides, among other things, that any Common Shares with respect to awards granted under the 2000 Plan that are outstanding on the Approval Date (such shares, the "Outstanding Award Shares") and are forfeited following the Approval Date will become available for issuance under the 2010 Plan. In addition, as of the Approval Date, no future awards will be made under the 2000 Plan and therefore, the Common Shares that were available for grant under the 2000 Plan as of the Approval Date but were not subject to outstanding awards as of such date (such shares, the "Remaining Shares") will not be issued pursuant to the 2000 Plan. As of the date hereof, there was an aggregate of 5,267,613 Outstanding Award Shares and an aggregate of 3,815,957 Remaining Shares (all such shares are collectively referred to as the "2000 Plan Shares").

This Post-Effective Amendment No. 1 and Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-136798) are being filed to deregister the 2000 Plan Shares. The Registrant is concurrently filing a separate Registration Statement on Form S-8 to reflect that the Outstanding Award Shares may be issued under either the 2000 Plan or the 2010 Plan and to carry over the filing fees for the Outstanding Award Shares.

In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 1 is hereby filed (i) to reflect that, following the date hereof, the Outstanding Award Shares may be issued under either the 2000 Plan or the 2010 Plan, and (ii) to carry over the registration fees paid for the Outstanding Award Shares from the Registration Statement on Form S-8 (File No. 333-54186), filed for the 2000 Plan, to the Registration Statement on Form S-8, filed for both the 2000 Plan and the 2010 Plan, which is filed contemporaneously with the filing of this Post-Effective Amendment No. 1.

---

## 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 Angleton, State of Texas, on July 30, 2010.

BENCHMARK ELECTRONICS, INC.

By: Cary T. Fu  
Chief Executive  
Officer

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.

| Name                                       | Position  | Date          |
|--|---|---------------|
| Cary T. Fu<br>Cary T. Fu                   | Chairman of the Board and<br>Chief Executive Officer<br>(principal executive officer) | July 30, 2010 |
| Donald F. Adam<br>Donald F. Adam           | Chief Financial Officer<br>(principal financial<br>and accounting officer)            | July 30, 2010 |
| Michael R. Dawson<br>Michael R. Dawson     | Director  | July 30, 2010 |
| Peter G. Dorflinger<br>Peter G. Dorflinger | Director  | July 30, 2010 |
| Douglas G. Duncan<br>Douglas G. Duncan     | Director  | July 30, 2010 |
| Laura W. Lang<br>Laura W. Lang             | Director  | July 30, 2010 |
| Berne D.L. Strom<br>Bernee D.L. Strom      | Director  | July 30, 2010 |
| Clay C. Williams<br>Clay C. Williams       | Director  | July 30, 2010 |

Pursuant to the requirements of the Securities Act of 1933, the trustee (or other persons who administer the employee benefit plan) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Angleton, State of Texas, on July 30, 2010.

BENCHMARK ELECTRONICS, INC.

By: /s/ Kenneth S. Barrow  
Kenneth S. Barrow  
General Counsel

---