

FIRST DATA CORP
Form S-8 POS
March 10, 2008

As filed with the Securities and Exchange Commission on March 10, 2008

Registration No. 333-101883

**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**

FIRST DATA CORPORATION

(Exact Name of Registrant as specified in its Charter)

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(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer

Identification No.)

6200 South Quebec Street

Greenwood Village, Colorado 80111

(303) 967-8000

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

First Data Corporation Supplemental Incentive Savings Plan

(Full title of the plan)

David R. Money

Executive Vice President, General Counsel

and Secretary

First Data Corporation

6200 South Quebec Street

Greenwood Village, Colorado 80111

(303) 967-8000

(Name, address and 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
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

TERMINATION OF REGISTRATION

This post-effective amendment (this Amendment), filed by First Data Corporation (the Company), deregisters all deferred compensation obligations (Deferred Compensation Obligations) that had been registered under the First Data Corporation Supplemental Incentive Savings Plan on the Company's Registration Statement on Form S-8 (File No. 333-101883) (the Registration Statement).

On September 24, 2007, pursuant to the Agreement and Plan of Merger, dated as of April 1, 2007, among the Company, New Omaha Holdings L.P., a Delaware limited partnership (Parent), and Omaha Acquisition Corporation, a Delaware corporation (Sub), Sub merged with and into the Company (the Merger), with the Company being the surviving entity and becoming an indirect, wholly-owned subsidiary of Parent. Thereafter, the Company paid all outstanding Deferred Compensation Obligations under the Registration Statement. In accordance with an undertaking made by the Company in its Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company that remain unsold at the termination of the offering, the Company hereby removes from registration all Deferred Compensation Obligations under the Registration Statement that remained 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on March 10, 2008.

FIRST DATA CORPORATION

By: /s/ Stanley J. Andersen
Name: Stanley J. Andersen
Title: Assistant Secretary