

LEMAITRE VASCULAR INC  
Form S-8 POS  
July 02, 2008

As filed with the Securities and Exchange Commission on July 2, 2008

Registration No. 333-146395

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**LeMaitre Vascular, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

04-2825458

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(I.R.S. Employer Identification No.)

**LeMaitre Vascular, Inc.**

**63 Second Avenue**

**Burlington, Massachusetts 01803**

(Address of Principal Executive Offices) (Zip Code)

**LeMaitre Vascular, Inc. 401(k) Plan**

(Full Title of the Plan)

**George W. LeMaitre**

**Chairman and Chief Executive Officer**

**LeMaitre Vascular, Inc.**

**63 Second Avenue**

**Burlington, Massachusetts 01803**

(Name and Address of Agent for Service)

**Copies to:**

**Michael H. Bison, Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**Boston, Massachusetts 02109**

**(617) 570-1000**

**(781) 221-2266**

(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.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company



**EXPLANATORY NOTE**

LeMaitre Vascular, Inc., a Delaware corporation (the Registrant ), is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (the Post-Effective Amendment ) in connection with certain shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), that were originally registered pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on September 28, 2007, File No. 333-146395 (the Registration Statement ) to be offered or sold under the LeMaitre Vascular, Inc. 401(k) Plan (the Plan ). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), the Registration Statement also covered an indeterminate amount of interests to be offered or sold pursuant to the Plan. This Post-Effective Amendment No. 1 is being filed to deregister all shares of Common Stock that were covered by the Registration Statement but which have not been purchased under the Plan, and to remove from registration such indeterminate amount of Plan interests that remain unissued under the Plan.

Accordingly, the Registrant hereby withdraws from registration under the Registration Statement, all remaining shares of Common Stock that have not been and will not be sold under the Plan.

**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 No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burlington, Commonwealth of Massachusetts, on July 2, 2008.

**LEMAITRE VASCULAR, INC.**

By: /s/ George W. LeMaitre  
George W. LeMaitre

Chairman and Chief Executive Officer

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ George W. LeMaitre	Chairman, Chief Executive Officer and Director	July 2, 2008
George W. LeMaitre	(Principal Executive Officer)	
/s/ David B. Roberts	President and Director	July 2, 2008
David B. Roberts		
/s/ George D. LeMaitre	Director	July 2, 2008
George D. LeMaitre		
/s/ Cornelia W. LeMaitre	Director	July 2, 2008
Cornelia W. LeMaitre		
/s/ Lawrence J. Jasinski	Director	July 2, 2008
Lawrence J. Jasinski		
/s/ David N. Gill	Director	July 2, 2008
David N. Gill		
/s/ William N. Thorndike, Jr.	Director	July 2, 2008
William N. Thorndike, Jr.		