

SEITEL INC
Form POS AM
March 22, 2005

As filed with the Securities and Exchange Commission on March 22, 2005.

Registration No. 333-64557

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

SEITEL, INC.

(Exact name of registrant as specified in its charter)

Delaware

76-00254341

(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification Number)

10811 S. Westview Circle

Building C, Suite 100

Houston, Texas 77043

(713) 881-8900

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

Seitel, Inc. 1993 Incentive Stock Option Plan

Seitel, Inc. Non-Employee Directors' Stock Option Plan

Executive Warrants

Departure Warrants

and

Employment Warrants

(Full Title of the Plans)

Robert D. Monson

President and Chief Executive Officer

Seitel, Inc.

10811 S. Westview Circle

Building C, Suite 100

Houston, Texas 77043

(713) 881-8900

(Name and address, including zip code, and telephone
number, including area code, of agent for service)

With copies to:

Porter & Hedges, L.L.P.

700 Louisiana, 35th Floor

Houston, Texas 77002-2764

Attn: Kathy L. Tedore

Telephone (713) 226-0600

Telecopy (713) 226-0259

Approximate date of commencement of proposed sale to the public: Not applicable. Deregistration of unsold securities.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with a dividend or interest reinvestment plan, please check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

Deregistration of Securities

On September 29, 1998, Seitel, Inc. (the "Company") filed a registration statement on Form S-8 ("Registration Statement"). The Registration Statement registered a total of 3,218,483 shares of the Company's common stock, par value \$.01 per share (the "Old Common Stock"), which were issuable pursuant to the Company's 1993 Incentive Stock Option Plan, the Company's Non-Employee Directors' Stock Option Plan (collectively, the "Seitel Plans"), and warrants granted to certain executives. Included in the Registration Statement for resale were 2,931,103 shares of the Old Common Stock issuable under the 1993 Incentive Stock Option Plan or the warrants.

On July 22, 2003, the Company filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code. The Bankruptcy Court confirmed the Third Amended Joint Plan of Reorganization, as modified, supplemented or amended (the "Plan"), on March 18, 2004 and it became effective as of July 2, 2004. Pursuant to the Plan, all equity plans of the Company were terminated, all outstanding grants under such plans were cancelled, all outstanding warrants were cancelled, and the Old Common Stock was cancelled. The outstanding shares of the Old Common Stock were automatically converted into shares of the Company's reorganized common stock, par value \$0.01 per share (the "New Common Stock"). This transaction was exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 1145(a) of the United States Bankruptcy Code. The 1993 Incentive Stock Option Plan had expired by its terms prior to July 2, 2004. Accordingly, this Post Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the date hereof, all shares of the Old Common Stock included in the Registration Statement that were not previously issued under the Seitel Plans or the warrants, and all shares of the Old Common Stock included for resale in the Registration Statement that was not sold thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on March 22, 2005.

SEITEL, INC.

By: /s/ Robert D. Monson Robert D. Monson
 President and Chief Executive Officer

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

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|----------------|
| /s/ Robert D. Monson Robert D. Monson | President and Chief Executive Officer (Principal Executive Officer) | March 22, 2005 |
| /s/ Fred S. Zeidman Fred S. Zeidman | Director Chairman of the Board of Directors | March 22, 2005 |
| /s/ Marcia H. Kendrick Marcia H. Kendrick | Senior Vice President, Chief Accounting Officer, Acting Chief Financial Officer and Acting Secretary (Principal Financial and Accounting Officer) | March 22, 2005 |
| /s/ C. Robert Black C. Robert Black | Director | March 22, 2005 |
| /s/ Kevin S. Flannery Kevin S. Flannery | Director | March 22, 2005 |
| /s/ Ned S. Holmes Ned S. Holmes | Director | March 22, 2005 |