

PERFORMANCE TECHNOLOGIES INC \DE\  
Form S-8 POS  
March 30, 2011

**As filed with the Securities and Exchange Commission on March 30, 2011**

**Registration No.**

**333-24477**

**Registration No. 333-32421**

**Registration No. 333-39834**

**Registration No. 333-89636**

**Registration No. 333-113330**

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**Securities and exchange commission**

**washington, d.c. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-24477**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-32421**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-39834**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-89636**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-113330**

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**FORM S-8**

**registration statement**

**Under**

**the securities act of 1933**

**performance technologies, incorporated**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation  
or Organization)

**16-1158413**

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

**205 Indigo Creek Drive  
Rochester, New York 14626**

(Address of principal executive offices)(Zip Code)

**Performance Technologies, Incorporated 2001 Stock Option Plan**

**Performance Technologies, Incorporated 2003 Omnibus Incentive Plan**

**Performance Technologies, Incorporated Amended and Restated Stock Option Plan**

(Full Title of Plans)

**John M. Slusser**

**Chairman of the Board and Chief Executive Officer**

**Performance Technologies, Incorporated**

**205 Indigo Creek Drive**

**Rochester, New York 14626**

**(585) 256-0200**

(Name, Address, including Zip Code, and Telephone Number,

Including Area Code, of Agent For Service)

*Copy to:*

**Jeffrey H. Bowen, Esq.**

**Harter Secrest & Emery LLP**

**1600 Bausch & Lomb Place**

**Rochester, New York 14604**

**(585) 232-6500**

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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

Accelerated filer

Non-accelerated filer

Smaller reporting company

deregistration of UNSOLD securities

This Post-Effective Amendment (this *Amendment* ) relates to the following Registration Statements on Form S-8 (collectively, the *Registration Statements* ):

Registration Statement on Form S-8 (File No. 333-113330) registering 1,500,000 shares of Performance Technologies, Incorporated (the *Company* ) common stock, par value \$.01 per share (the *Common Stock* ), for the Performance Technologies, Incorporated 2003 Omnibus Incentive Plan.

Registration Statement on Form S-8 (File No. 333-89636) registering 1,500,000 shares of Common Stock for the Performance Technologies, Incorporated 2001 Stock Option Plan.

Registration Statement on Form S-8 (File No. 333-39834) registering 500,000 shares of Common Stock for the Performance Technologies, Incorporated Amended and Restated Stock Option Plan.

Registration Statement on Form S-8 (File No. 333-32421) registering 500,000 shares of Common Stock for the Performance Technologies, Incorporated Amended and Restated Stock Option Plan.

Registration Statement on Form S-8 (File No. 333-24477) registering 373,865 shares of Common Stock for the Performance Technologies, Incorporated Amended and Restated Stock Option Plan.

The Company is considering a variety of strategic cost-cutting initiatives and would like to preserve the flexibility to pursue different approaches, which deregistering the remaining unsold securities registered under the Registration Statements, if any, would permit the Company to do. This action is also consistent with an undertaking made by the Company in Part II of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the unsold securities that had been registered for issuance at the termination of the offering.

*[Signature page follows]*

signatures

Pursuant to the requirements of the Securities Act, 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 Town of Greece, State of New York, on this 30th day of March 2011.

**performance technologies, incorporated**

By: /s/ John M. Slusser

John M. Slusser

Chairman of the Board and Chief Executive Officer