

Gaming Partners International CORP
Form POS AM
May 02, 2019

As filed with the U.S. Securities and Exchange Commission on May 2, 2019

Registration No. 333-100608

Registration No. 333-86010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3 REGISTRATION STATEMENT NO. 333-100608

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3 REGISTRATION STATEMENT NO. 333-86010

UNDER

THE SECURITIES ACT OF 1933

GAMING PARTNERS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Nevada **88-0310433**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

3945 West Cheyenne Avenue, Suite 208

North Las Vegas, Nevada 89032

(Address, including zip code, of registrant's principal executive offices)

Yasushi Shigeta

President, Secretary and Treasurer

Gaming Partners International Corporation

c/o Angel Holdings Godo Kaisha

8-1-5 Seikadai Seika-cho, Souraku-gun

Kyoto, 619-0238

Japan

+81-774-98-6780

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

With a copy to:

Christine M. Pallares, Esq.

Hogan Lovells US LLP

390 Madison Avenue

New York, New York 10017

Telephone: (212) 918-3000

Not applicable.

(Approximate date of commencement of proposed sale to the public)

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 dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer " Accelerated filer "

Non-accelerated filer x Smaller reporting company x

Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. "

DEREGISTRATION OF UNSOLD SECURITIES

These Post-Effective Amendments (these “Post-Effective Amendments”), filed by Gaming Partners International Corporation, a Nevada corporation (the “Registrant”), relate to the following Registration Statements on Form S-3 (each a “Registration Statement”, and collectively, the “Registration Statements”) filed by the Registrant with the Securities and Exchange Commission:

- Registration Statement No. 333-100608, filed with the Securities and Exchange Commission on October 18, 2002, which registered 315,410 shares of the common stock (“Common Stock”), par value \$0.01 per share, of the Company; and

- Registration Statement No. 333-86010, filed with the Securities and Exchange Commission on April 11, 2002, which registered 300,001 shares of Common Stock, par value \$0.001 per share, of the Company and as amended by pre-effective Amendment No. 1 filed with the Securities and Exchange Commission on July 15, 2002, pre-effective Amendment No. 2 filed with the Securities and Exchange Commission on August 15, 2002 and pre-effective amendment No. 3 filed with the Securities and Exchange Commission on August 22, 2002.

On May 1, 2019, pursuant to that certain Agreement and Plan of Merger, dated as of November 27, 2018 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the “Merger Agreement”), by and among the Registrant, Angel Holdings Godo Kaisha, a company organized under the laws of Japan (“Angel”) and AGL Nevada Corporation, a Nevada corporation and wholly owned subsidiary of Angel (“Merger Sub”), Merger Sub merged with and into the Registrant (the “Merger”), with the Registrant continuing as the surviving entity in the Merger and as a direct wholly owned subsidiary of Angel.

In connection with and as a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statements and is deregistering the remaining securities registered but unsold under the Registration Statements. In accordance with an undertaking made by the Registrant in each Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, the Registrant hereby files, pursuant to Rule 478 under the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements to remove from registration all securities registered under each Registration Statement that remain unsold as of the date hereof.

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-3 and has duly caused these Post-Effective Amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in Las Vegas, Nevada, on this 2nd day of May, 2019.

GAMING PARTNERS INTERNATIONAL
CORPORATION

By: /s/ Yasushi Shigeta
Name: Yasushi Shigeta
Title: President, Secretary and Treasurer

Pursuant to the Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign these Post-Effective Amendments to the Registration Statements described above.