

BRIGHTPOINT INC  
Form S-8 POS  
October 26, 2012

As filed with the Securities and Exchange Commission on October 26, 2012

Registration No. 33-90986

Registration No. 333-2242

Registration No. 333-03535

Registration No. 333-36823

Registration No. 333-36829

Registration No. 333-87863

Registration No. 333-108496

Registration No. 333-118769

Registration No. 333-160388

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-90986

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-2242

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-03535

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-36823

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-36829

POST-EFFECTIVE AMENDMENT NO. 3 TO FORM S-8 REGISTRATION STATEMENT NO. 333-87863

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-108496

*UNDER*

*THE SECURITIES ACT OF 1933*

# **BRIGHTPOINT, INC.**

(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| <b>Indiana</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>35-1778566</b><br>(IRS Employer<br>Identification No.) |
| <b>7635 Interactive Way, Suite 200</b>  |   |
| <b>Indianapolis, Indiana</b><br>(Address of Principal Executive Offices)            | <b>46278</b><br>(Zip Code)                                |
| <b>1994 Stock Option Plan, as amended</b>   |   |
| <b>Non-Employee Director Stock Option Plan</b>                                      |   |
| <b>Brightpoint, Inc. 401(k) Plan</b>  |   |
| <b>1996 Stock Option Plan, as amended</b>   |   |
| <b>1999 Brightpoint, Inc. Employee Stock Purchase Plan</b>                          |   |
| <b>Brightpoint, Inc. Independent Director Stock Compensation Plan</b>               |   |
| <b>Brightpoint, Inc. 2004 Long-Term Incentive Plan</b>                              |   |
| (Full title of plans)   |   |

**Vincent Donargo**

**7635 Interactive Way, Suite 200**

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Indianapolis, Indiana 46278

(Name and address of agent for service)

(317) 707-2355

(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 | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

This post-effective amendment relates to the following registration statements of Brightpoint, Inc. (the Company) on Form S-8 (collectively, the Registration Statements):

Registration Statement No. 33-90986, which was filed with the Securities and Exchange Commission (the SEC) on April 7, 1995;

Registration Statement No. 333-2242, which was filed with the SEC on March 12, 1996;

Registration Statement No. 333-03535, which was filed with the SEC on May 10, 1996;

Registration Statement No. 333-36823, which was filed with the SEC on September 30, 1997;

Registration Statement No. 333-36829, which was filed with the SEC on September 30, 1997;

Registration Statement No. 333-87863, which was filed with the SEC on September 27, 1999, as amended by Post-Effective Amendment No. 1 thereto, which was filed with the SEC on February 4, 2000, and as further amended by Post-Effective Amendment No. 2 thereto, which was filed with the SEC on June 25, 2004;

Registration Statement No. 333-108496, which was filed with the SEC on September 4, 2003, as amended by Post-Effective Amendment No. 1 thereto, which was filed with the SEC on June 25, 2004;

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Registration Statement No. 333-118769, which was filed with the SEC on September 2, 2004; and

Registration Statement No. 333-160388, which was filed with the SEC on July 1, 2009.

On October 15, 2012, the Company announced that Ingram Micro Inc., a Delaware corporation ( Ingram ), completed the acquisition of the Company. Pursuant to the terms of the previously announced Agreement and Plan of Merger, dated as of June 29, 2012 (the Merger Agreement ), by and among the Company, Ingram and Beacon Sub, Inc., an Indiana corporation ( Merger Sub ), Merger Sub was merged with and into the Company (the Merger ), with the Company surviving the Merger as a wholly-owned subsidiary of Ingram.

As a result of the Merger, each share of Company common stock issued and outstanding immediately prior to the effective time of the Merger (the Effective Time ) was converted into the right to receive \$9.00 in cash (the Merger Consideration ), excluding treasury shares and shares held by Ingram or Merger Sub. Additionally, each restricted stock unit, restricted stock award and restricted share of Company common stock granted under any Company stock plan and outstanding immediately prior to the Effective Time was converted into the right to receive the Merger Consideration.

As a result of the Merger, the Company has terminated any and all offerings of securities pursuant to the Registration Statements. Accordingly, the Company hereby terminates the effectiveness of each Registration Statement and, in accordance with an undertaking made by the Company in Part II of 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, removes from registration any and all securities registered but unsold under the Registration Statements 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 Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on October 26, 2012.

**BRIGHTPOINT, INC.**

By: /s/ VINCENT DONARGO  
Name: Vincent Donargo  
Title: Executive Vice President, Chief Financial Officer

and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities indicated on October 26, 2012.

| <b>Signature</b>                         | <b>Title</b>   |
|--|--|
| /s/ J. Mark Howell<br>J. Mark Howell     | President, Americas<br><br>(Principal Executive Officer)   |
| /s/ Vincent Donargo<br>Vincent Donargo   | Executive Vice President, Chief Financial<br><br>Officer and Treasurer<br><br>(Principal Financial Officer)        |
| /s/ Robert L. Colin<br>Robert L. Colin   | Senior Vice President, Corporate Controller,<br><br>Chief Accounting Officer<br><br>(Principal Accounting Officer) |
| /s/ William D. Humes<br>William D. Humes | Director   |
| /s/ Erik Smolders<br>Erik Smolders       | Director   |