

SGL CARBON AKTIENGESELLSCHAFT

Form S-8 POS

June 25, 2008

As filed with the Securities and Exchange Commission on June 25, 2008.

Registration No. 333-104610

---

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

SGL CARBON AKTIENGESELLSCHAFT  
(Exact name of Registrant as specified in its charter)

Federal Republic of Germany  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer  
Identification Number)

Rheingastrasse 182  
D-65203 Wiesbaden  
Germany  
(Address of Registrant's principal executive offices)

SGL CARBON AKTIENGESELLSCHAFT STOCK OPTION PLAN  
SGL CARBON AKTIENGESELLSCHAFT SHARE PLAN  
REGARDING MATCHING SHARES  
(Full title of the plans)

Anna Blackwelder  
SGL Carbon LLC  
P.O. Box 563960  
Charlotte, North Carolina 28256-3960  
Tel.: (704) 593-5282  
(Name, address and telephone number of agent for service)

Copies to:  
Stephan Hutter, Esq.  
Shearman & Sterling LLP  
Gervinusstrasse 17  
D-60322  
Frankfurt am Main,  
Federal Republic of Germany



EXPLANATORY STATEMENT

This Post-Effective Amendment No.1 to Registration Statement on Form S-8, Registration No. 333-104610 (the “Registration Statement”), is being filed to deregister certain Ordinary Shares of no par value (the “Shares”), of SGL Carbon Aktiengesellschaft (the “Registrant”) that were registered for issuance to employees of the Registrant and its subsidiaries pursuant to the SGL Carbon Aktiengesellschaft Stock Option Plan and the SGL Carbon Aktiengesellschaft Share Plan Regarding Matching Shares (collectively, the “Plans”). The Registration Statement registered 400,000 Shares issuable pursuant to the Plans. In connection with the Registrant’s suspension of its duty to file reports under Section 13(a) and 15(d) of the U.S. Securities Exchange Act of 1934, as amended, the Registration Statement is hereby amended to deregister the remaining unissued Shares.

---

PART II

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant 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 Wiesbaden, the Federal Republic of Germany on June 25, 2008.

SGL Carbon Aktiengesellschaft

By: /s/ Robert J. Koehler  
Name: Robert J. Koehler  
Title: Chief Executive Officer

By: /s/ Sten Daugaard  
Name: Sten Daugaard  
Title: Chief Financial Officer

---

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form S-8 POS

Pursuant to the requirements of the U.S. 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 indicated as of the 25th day of June, 2008.

Signature

Capacity

\*  
Robert J. Koehler

Chief Executive Officer, Chairman of the Board of Management

/s/ Sten Daugaard  
Sten Daugaard

Chief Financial Officer, Member of the Board of Management

\*  
Theodore H. Breyer

Member of the Board of Management

\*  
Dr. Hariolf Kottmann

Member of the Board of Management

\* By: /s/ Helmut Muehlbradt  
Helmut Muehlbradt,  
Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the undersigned, the duly authorized representative of the Registrant in the United States, has signed this Post-Effective Amendment No. 1 to Registration Statement in Charlotte, North Carolina, on June 25, 2008.

SGL Carbon LLC

By: /s/ Scott L. Carlton  
Name: Scott L. Carlton  
Title: President

---

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 24.1        | Power of Attorney (incorporated by reference to the signature pages of the Registrant's Registration Statement on Form S-8 (File No.333-104610)). |

---