

Cogdell Spencer Inc.  
Form S-8 POS  
April 03, 2012

As filed with the Securities and Exchange Commission on April 3, 2012

Registration No. 333-153303

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**Form S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**TH Merger Company, LLC**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**45-4848595**  
(I.R.S. Employer Identification No.)

**10350 Ormsby Park Place, Suite 300**  
**Louisville, Kentucky**  
(Address of Principal Executive Offices)

**40223**  
(Zip Code)

**T. Richard Riney, Esq.**

**Ventas, Inc.**

**10350 Ormsby Park Place, Suite 300**

**Louisville, Kentucky 40223**

**(502) 357-9000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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**Copy to:**

**Steven A. Seidman, Esq.**

**A. Mark Getachew, Esq.**

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019

Telephone: (212) 728-8000

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-153303) (the Registration Statement ), originally filed on September 2, 2008 by TH Merger Company, LLC (as successor to Cogdell Spencer Inc.) ( Cogdell ), is being filed to remove from registration any and all shares of Cogdell common stock, par value \$0.01 per share ( Common Stock ), that were registered under the Registration Statement and have not been, and will not be, issued or sold pursuant to the Registration Statement.

This Post-Effective Amendment No. 1 is being filed in accordance with Cogdell s undertaking set forth in Part II, Item 9 of the Registration Statement.

**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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, Commonwealth of Kentucky, on April 3, 2012.

TH MERGER COMPANY, LLC

By: /s/ T. Richard Riney  
Name: T. Richard Riney  
Title: Executive Vice President and Associate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons on this 3rd day of April, 2012 in the capacities indicated.

| <b>Signature</b>                                     | <b>Title</b>  |
|--|---|
| /s/ Richard A. Schweinhart<br>Richard A. Schweinhart | President and Chief Financial Officer and<br>Manager (Principal Executive Officer and Principal Financial<br>Officer) |
| /s/ Robert J. Brehl<br>Robert J. Brehl               | Vice President and Chief Accounting<br>Officer (Principal Accounting Officer)   |
| /s/ T. Richard Riney<br>T. Richard Riney             | Manager   |

[Signature Page to Post-Effective Amendment to Form S-8 (No. 333-153303)]