

Edgar Filing: GLEACHER & COMPANY, INC. - Form S-8 POS

GLEACHER & COMPANY, INC.

Form S-8 POS

March 14, 2014

**Registration No. 333-160012**

**333-160011**

**333-149088**

**333-146224**

**333-136818**

**333-124707**

**333-124706**

**333-124705**

**333-121928**

**333-121927**

**333-115170**

**333-115169**

**333-114983**

**333-105772**

**333-105771**

**333-97467**

**333-97465**

**333-87476**

**333-78879**

**333-78877**

**333-37640**

**As filed with the Securities and Exchange Commission on March 14, 2014**

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

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 to

**FORM S-8**

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

**GLEACHER & COMPANY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**677 Broadway, 2nd Floor**  
**Albany, New York**  
(Address of principal executive offices)

**22-2655804**  
(I.R.S. Employer  
Identification No.)

**12207**  
(Zip code)

**Broadpoint Gleacher Securities Group, Inc. 2007 Incentive Compensation Plan**

**Broadpoint Gleacher Securities Group, Inc. 2003 Non-Employee Directors Stock Plan**

**Broadpoint Securities Group, Inc. 2007 Incentive Compensation Plan**

**First Albany Companies Inc. 2007 Incentive Compensation Plan**

**First Albany Companies Inc. 1999 Long-Term Incentive Plan**

**First Albany Companies Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees**

**First Albany Companies Inc. 2005 Deferred Compensation Plan for Key Employees**

**First Albany Companies Inc. Deferred Compensation Plan for Key Employees**

**First Albany Capital Employees Retirement and Savings Plan**

**First Albany Companies Inc. 2003 Non-Employee Directors Stock Plan**

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First Albany Companies Inc. 2001 Long-Term Incentive Plan

First Albany Companies Inc. Deferred Compensation Plan (Non-ERISA)

First Albany Companies Inc. 1989 Stock Incentive Plan

(Full title of the plan)

**Patricia Arciero-Craig**  
**General Counsel**  
**677 Broadway, 2nd Floor**  
**Albany, NY 12207**  
**(212)273-7100**

**Donald J. Murray**  
**Covington & Burling LLP**  
**620 Eighth Avenue**  
**New York, NY 10018**  
**(212) 841-1000**

(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

Accelerated filer

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

Smaller reporting company

This Post-Effective Amendment No. 2 shall become effective upon filing in accordance with Rule 462 under the Securities Act.

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 (this Post-Effective Amendment ) relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ):

- Registration Statement 333-160012 on Form S-8 registering 5,000,000 shares of common stock, par value \$0.01 per share of Broadpoint Gleacher Securities Group, Inc. reserved for issuance under the Broadpoint Gleacher Securities Group, Inc. 2007 Incentive Compensation Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2007 Incentive Compensation Plan.
- Registration Statement 333-160011 on Form S-8 registering 1,900,000 shares of common Stock, par value \$0.01 per share of Broadpoint Gleacher Securities Group, Inc. reserved for issuance under the Broadpoint Gleacher Securities Group, Inc. 2003 Non-Employee Directors Stock Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2003 Non-Employee Directors Stock Plan.
- Registration Statement 333-149088 on Form S-8 registering 10,675,000 shares of common Stock, par value \$0.01 per share of Broadpoint Securities Group, Inc. reserved for issuance under the Broadpoint Securities Group, Inc. 2007 Incentive Compensation Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2007 Incentive Compensation Plan.
- Registration Statement 333-146224 on Form S-8 registering 13,500,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 2007 Incentive Compensation Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2007 Incentive Compensation Plan.
- Registration Statement 333-136818 on Form S-8 registering 500,000 shares of common stock, par value \$.0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 1999 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1999 Long-Term Incentive Plan.
- Registration Statement 333-124707 on Form S-8 registering 600,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 1999 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1999 Long-Term Incentive Plan.
- Registration Statement 333-124706 on Form S-8 registering 300,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees.

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- Registration Statement 333-124705 on Form S-8 registering 400,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 2005 Deferred Compensation Plan for Key Employees. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2005 Deferred Compensation Plan for Key Employees.
- Registration Statement 333-121928 on Form S-8 registering \$9,000,000 of deferred compensation obligations of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2005 Deferred Compensation Plan for Professional and Other Highly Compensated Employees.
- Registration Statement 333-121927 on Form S-8 registering \$15,000,000 of deferred compensation obligations of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc.

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2005 Deferred Compensation Plan for Key Employees. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2005 Deferred Compensation Plan for Key Employees.

- Registration Statement 333-115170 on Form S-8 registering \$10,000,000 of deferred compensation obligations and 750,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. Deferred Compensation Plan for Key Employees. The name of this plan was subsequently changed to the Gleacher & Company, Inc. Deferred Compensation Plan for Key Employees.
- Registration Statement 333-115169 on Form S-8 registering 1,200,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies 1999 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1999 Long-Term Incentive Plan.
- Registration Statement 333-114983 on Form S-8 registering 1,004,557 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Capital Employees Retirement and Savings Plan. The name of this plan was subsequently changed to the Gleacher & Company Securities, Inc. Employees Retirement and Savings Plan.
- Registration Statement 333-105772 on Form S-8 registering 4,000 shares of common stock, par value \$0.01 per share and 96,000 shares of common stock of First Albany Companies Inc. reserved for issuance under the 2003 Non-Employee Directors Stock Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2003 Non-Employee Directors Stock Plan.
- Registration Statement 333-105771 on Form S-8 registering 800,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies 1999 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1999 Long-Term Incentive Plan.
- Registration Statement 333-97467 on Form S-8 registering 1,200,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 2001 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 2001 Long-Term Incentive Plan.
- Registration Statement 333-97465 on Form S-8 registering 800,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies 1999 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1999 Long-Term Incentive Plan.
- Registration Statement 333-87476 on Form S-8 registering \$6,750,000 of deferred compensation Obligations and 375,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. Deferred Compensation Plan (Non-ERISA).

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- Registration Statement 333-78879 on Form S-8 registering 800,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies 1999 Long-Term Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1999 Long-Term Incentive Plan.
  
- Registration Statement 333-78877 on Form S-8 registering 500,000 share of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. 1989 Stock Incentive Plan. The name of this plan was subsequently changed to the Gleacher & Company, Inc. 1989 Stock Incentive Plan.

- Registration Statement 333-37640 on Form S-8 registering \$9,000,000 of deferred compensation obligations and 250,000 shares of common stock, par value \$0.01 per share of First Albany Companies Inc. reserved for issuance under the First Albany Companies Inc. Deferred Compensation Plan for Key Employees. The name of this plan was subsequently changed to the Gleacher & Company, Inc. Deferred Compensation Plan for Key Employees.

The Company has terminated any offering of the Company's securities pursuant to its Registration Statements described above. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all of such securities of the Company registered under the Registration Statements that remain unsold as of the date of this Post-Effective Amendment.



**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. 2 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on March 14, 2014.

**GLEACHER & COMPANY, INC.**

Dated: March 14, 2014

By: /s/ BRYAN J. EDMISTON  
Name: Bryan J. Edmiston  
Title: Controller (Principal Accounting Officer)