

AMPEX CORP /DE/
Form S-8 POS
September 28, 2006

As filed with the Securities and Exchange Commission on September 27, 2006

Registration No. 333-41652

UNITED STATES
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

AMPEX CORPORATION

(formerly Ampex Incorporated)

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1228 Douglas Avenue
Redwood City, CA 94063

(650) 367-4111

13-3667696
(I.R.S. Employer
Identification Number)

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(Address of principal executive offices, including zip code)

AMPEX CORPORATION 2000 STOCK BONUS PLAN, AS AMENDED

(Full title of the plan)

Joel D. Talcott, Esq.

Ampex Corporation

1228 Douglas Avenue

Redwood City, CA 94063

(650) 367-3330

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

Copy to:

Craig L. McKibben

Ampex Corporation

135 East 57th Street

New York, New York 10022

(212) 935-6144

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement amends the Registration Statement on Form S-8 (File No. 333-41652) filed by Ampex Corporation on July 18, 2000 to register up to 125,000 shares (as adjusted) of the company's Class A Common Stock, par value \$0.01 per share (the "Class A Stock"), reserved for issuance under the Ampex Corporation 2000 Stock Bonus Plan (the "Plan"). The contents of that Registration Statement are incorporated herein by reference.

This Post-Effective Amendment No. 1 is being filed to reflect certain amendments to the Plan adopted by the Company's Board of Directors, in accordance with the Plan, in order to, among other things, conform the Plan to Section 409A of the Internal Revenue Code of 1986, as amended, relating to tax treatment of certain deferred compensation plans and arrangements, established under the American Jobs Creation Act of 2004. A copy of the Plan, as so amended, is filed as Exhibit 10.1 hereto.

Item 8. Exhibits.

4.1 Ampex Corporation 2000 Stock Bonus Plan, as amended through June 14, 2006 (filed as Exhibit 10.1 to the Company's Form 10-Q for the quarter ended June 30, 2006, and incorporated herein by reference).

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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 27, 2006.

AMPEX CORPORATION

By: /s/ CRAIG L. MCKIBBEN
 Craig L. McKibben
 Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
*	Chairman, President, Chief Executive Officer and Director	September 27, 2006
Edward J. Bramson	(Principal Executive Officer)	
/s/ Craig L. McKibben	Vice President, Director and Treasurer	September 27, 2006
Craig L. McKibben	(Principal Financial Officer and Principal Accounting Officer)	
*	Director	September 27, 2006
Peter Slusser		
*	Director	September 27, 2006
William A. Stoltzfus, Jr.		
*	Director	September 27, 2006
Douglas T. McClure, Jr.		

*By /s/ Craig L. McKibben
 Craig L. McKibben
 Attorney-in-Fact
 granted in Registration Statement No. 333-41652, as
 originally filed.