

HFF, Inc.  
Form S-8 POS  
May 31, 2016

As filed with the Securities and Exchange Commission on May 31, 2016

Registration No. 333-140421

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**Post-Effective Amendment No. 1 To**

**FORM S-8**

**REGISTRATION STATEMENT NO. 333-140421**

***UNDER***

***THE SECURITIES ACT OF 1933***

**HFF, Inc.**

**(Exact name of Registrant as specified in its charter)**

**One Oxford Centre**

**301 Grant Street, Suite 1100**

**Delaware  
(State of  
Incorporation)**

**Pittsburgh, PA 15219  
(Address of principal executive offices)**

**(Zip Code)  
HFF, Inc.**

**51-0610340  
(I.R.S. Employer**

**Identification No.)**

**2006 Omnibus Incentive Compensation Plan**

**(Full Title of the Plan)**

**Mark D. Gibson**

**Chief Executive Officer**

**One Oxford Centre**

**301 Grant Street, Suite 1100**

**Pittsburgh, PA 15219**

**(412) 281-8714**

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

*With a Copy to:*

**James A. Lebovitz, Esq.**

**Dechert LLP**

**Cira Centre**

**2929 Arch Street**

**Philadelphia, PA 19104**

**(215) 994-4000**

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

**CALCULATION OF REGISTRATION FEE**

Title Of Securities	Amount	Proposed Maximum	Proposed Maximum	Amount Of
To Be Registered	To Be	Offering Price	Aggregate	Amount Of
To Be Registered	Registered <sup>(5)</sup>	Per Share <sup>(6)</sup>	Offering Price <sup>(6)</sup>	Registration Fee
See below <sup>(1)</sup>	n/a	n/a	n/a	n/a

(1) No additional securities are to be registered, and registration fees were paid upon filing of the original Registration Statement No. 333-140421. Therefore, no further registration fee is required.

**HFF, INC.**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**REGISTRATION STATEMENT ON FORM S-8**

**EXPLANATORY NOTE**

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-140421) filed by HFF, Inc. (the Company ) on February 2, 2007, is filed to deregister securities remaining under such registration statement.

Under the Company s Registration Statement on Form S-8 (File No. 333-140421) (the Prior Registration Statement ), the Company registered an aggregate of 3,500,000 shares of the Company s common stock, par value \$0.01 per share ( Common Stock ), issuable under the Company s 2006 Omnibus Incentive Compensation Plan (the Prior Plan ). On May 26, 2016 (the Approval Date ), the Company s stockholders approved the adoption of the Company s 2016 Equity Incentive Plan (the Incentive Plan ) that replaced and superseded the Prior Plan. The Incentive Plan became effective upon the approval of the Company s stockholders.

The Incentive Plan provides, among other things, that the shares of Common Stock subject to awards outstanding under the Prior Plan (such shares, the Outstanding Award Shares ) that relate to the portion of any such award that is cancelled, terminated, forfeited or lapses without the issuance of Common Stock shall become available for issuance under the Incentive Plan. In addition, the Incentive Plan provides that shares of Common Stock that were available for grant under the Prior Plan and that were not subject to awards as of the effective date of the Incentive Plan (such shares, the Remaining Shares ) will not be issued under the Prior Plan but instead will be available for awards under the Incentive Plan. As of the date of this Post-Effective Amendment No. 1, there was an aggregate of 2,096,853 Outstanding Award Shares and an aggregate of 122,600 Remaining Shares (collectively, the Carry Forward Shares ).

This Post-Effective Amendment No. 1 to the Prior Registration Statement is being filed to deregister the Carry Forward Shares. The Company is concurrently filing a separate registration statement on Form S-8 to reflect that the Outstanding Award Shares may be issued under the Prior Plan or the Incentive Plan (as applicable) and that the Remaining Shares may be issued under the Incentive Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Pittsburgh, Commonwealth of Pennsylvania, on the 31<sup>st</sup> day of May, 2016.

HFF, INC.

By: /s/ Gregory R. Conley  
Gregory R. Conley

Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Mark D. Gibson Mark D. Gibson	Chief Executive Officer, Director and Executive Managing Director (Principal Executive Officer)	May 31, 2016
/s/ Gregory R. Conley Gregory R. Conley	Chief Financial Officer (Principal Financial and Accounting Officer)	May 31, 2016
/s/ Deborah H. McAneny Deborah H. McAneny	Director	May 31, 2016
/s/ Susan P. McGalla Susan P. McGalla	Director	May 31, 2016
/s/ George L. Miles, Jr. George L. Miles, Jr.	Director	May 31, 2016

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<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Morgan K. O Brien Morgan K. O Brien	Director	May 31, 2016
/s/ Lenore M. Sullivan Lenore M. Sullivan	Director	May 31, 2016
/s/ Joe B. Thornton, Jr. Joe B. Thornton, Jr.	Director	May 31, 2016
/s/ Steven E. Wheeler Steven E. Wheeler	Director	May 31, 2016