

APAC CUSTOMER SERVICES, INC
Form S-8 POS
October 17, 2011

As filed with the Securities and Exchange Commission on October 17, 2011

Registration No. 333-63842

**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**

**APAC CUSTOMER SERVICES, INC.
(Exact Name of Registrant as Specified in Its Charter)**

Illinois
(State or other Jurisdiction of
Incorporation or Organization)

36-2777140
(I.R.S. Employer
Identification Number)

**Bannockburn Lake Office, 2201 Waukegan Road,
Suite 300, Bannockburn, Illinois 60015**
(Address of Principal Executive Offices)

60015
(Zip Code)

APAC Customer Services, Inc. Second Amended and Restated 1995 Incentive Stock Plan
(Full title of the plan)

Robert B. Nachwalter
Senior Vice President, General Counsel and
Secretary
APAC Customer Services, Inc., Bannockburn Lake
Office,
2201 Waukegan Road, Suite 300, Bannockburn,
Illinois
60015
847.374.4980

(Name, Address and Telephone Number of Agent for
Service)

Copy to:
David J. Kaufman
Duane Morris LLP
Suite 3700
190 S. LaSalle Street
Chicago, IL 60603-3433
312-499-6700

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

Smaller reporting
company

(Do not check if a smaller
reporting company)

DEREGISTRATION OF SHARES

APAC Customer Services, Inc. (the Company) is filing this Post-Effective Amendment No. 1 to Form S-8 (File No. 333-63842), originally filed with the Securities and Exchange Commission on June 26, 2001 (the Registration Statement), to deregister that number of the 2,650,000 shares of the Company s common stock, \$0.01 par value per share that were originally registered under the Registration Statement and have not been sold or otherwise issued as of the date of the filing hereof, and to terminate the effectiveness 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 this Post-Effective Amendment No. 1 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the village of Bannockburn, state of Illinois, on this 17th day of October, 2011.

APAC CUSTOMER SERVICES, INC.

By: /s/ Robert B. Nachwalter
Robert B. Nachwalter
**Senior Vice President,
General Counsel and Secretary**