ALLTEL CORP Form S-8 POS November 27, 2007

Registration No. 33-48476

Registration No. 33-54175

Registration No. 33-65199

Registration No. 333-88923

Registration No. 333-90167

Registration No. 333-116053

Registration No. 333-127081

Registration No. 333-127809

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-48476

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-54175

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-65199

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-88923

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-90167

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-116053

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-127081

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-127809

# **ALLTEL CORPORATION**

Under The Securities Act of 1933

(Exact Name of Registrant as Specified in Its Charter)

## Edgar Filing: ALLTEL CORP - Form S-8 POS

Delaware	34-0868285	
(State or Other Jurisdiction of	(I.R.S. Employer	
Incorporation or Organization)	Identification No.)	
One Allied Drive		
Little Rock, Arkansas	72202	
(Address of Principal Executive Offices)	(Zip Code)	
Alltel Corporation 1991 Stock	k Option Plan	
Alltel Corporation Amended and Restated 1994 Stock C	Option Plan for Non-Employee Directors	
Alltel Corporation 1994 Stock Option	n Plan for Employees	
Amended and Restated 360 Communications Company 1996 Equity Incentive Plan		
Alltel Corporation 1998 Equity Incentive Plan		
Alltel Corporation 401(k) Plan		
Western Wireless Corporation 2005 Long-Term Equity Incentive Plan		
Alltel Corporation 2001 Equity Incentive Plan		
(Full Titles of Plans	8)	
Sharilyn S. Gasaw	ay	
Executive Vice-President Chief	f Financial Officer	
Alltel Corporation		
One Allied Drive		
Little Rock, Arkansas 72202		
(Name and Address of Agent )	For Service)	
(501) 905-8000		
(Telephone Number, Including Area Code	e, of Agent For Service)	
	<u> </u>	
Copy to:		
Paul Shim		

Cleary Gottlieb Steen & Hamilton LLP

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One Liberty Plaza

New York, New York 10006

(212) 225-2000

#### TERMINATION OF REGISTRATION

These Post-Effective Amendments (these Amendments ), filed by Alltel Corporation (the Company ), deregister all shares of the Company s Common Stock, \$1 par value per share, that had been registered for issuance under the following Registration Statements on Form S-8 (together, the Registration Statements ):

File No. 33-48476, which was filed with the Securities and Exchange Commission (the SEC ) and became effective on June 15, 1992;

File No. 33-54175, which was filed with the SEC and became effective on July 29, 1994;

File No. 33-65199, which was filed with the SEC and became effective on December 20, 1995;

File No. 333-88923, which was filed with the SEC and became effective on October 13, 1999;

File No. 333-90167, which was filed with the SEC and became effective on November 2, 1999;

File No. 333-116053, which was filed with the SEC and became effective on June 1, 2004;

File No. 333-127081, which was filed with the SEC and became effective on August 1, 2005; and

File No. 333-127809, which was filed with the SEC and became effective on August 24, 2005.

On November 16, 2007, pursuant to the Agreement and Plan of Merger, dated as of May 20, 2007, among the Company, Atlantis Holdings LLC, a Delaware limited liability company ( Parent ) and Atlantis Merger Sub, Inc., a Delaware corporation ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), with the Company being the surviving entity and becoming controlled by Parent. As a result, the Company has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with undertakings made by the Company in the Registration Statement, the Company hereby removes from registration all securities under the Registration Statement which remained unsold as of the effective time of the Merger.

#### **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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in Little Rock, Arkansas, on November 16, 2007.

#### ALLTEL CORPORATION

By: /s/ Sharilyn S. Gasaway Sharilyn S. Gasaway

Executive Vice-President Chief Financial Officer

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 in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Scott T. Ford Scott T. Ford	President and Chief Executive Officer	November 16, 2007
James Coulter	Director	November 16, 2007
/s/ Gene Frantz Gene Frantz	Director	November 16, 2007
/s/ John Marren John Marren	Director	November 16, 2007
/s/ Joseph Gleberman Joseph Gleberman	Director	November 16, 2007
Leo Mullin	Director	November 16, 2007
/s/ Peter Perrone Peter Perrone	Director	November 16, 2007