

LAYNE CHRISTENSEN CO
Form S-8 POS
June 14, 2018

As filed with the Securities and Exchange Commission on June 14, 2018

Registration No. 333-218909

Registration No. 333-130167

Registration No. 333-64714

Registration No. 333-89071

Registration No. 333-105930

Registration No. 333-135683

Registration No. 333-159908

Registration No. 333-159909

Registration No. 333-195653

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT
TO
FORM S-8 REGISTRATION STATEMENT
UNDER
*THE SECURITIES ACT OF 1933***

Registration Statement No. 333-218909

Registration Statement No. 333-130167

Registration Statement No. 333-64714

Registration Statement No. 333-89071

Registration Statement No. 333-105930

Registration Statement No. 333-135683

Registration Statement No. 333-159908

Registration Statement No. 333-159909

Registration Statement No. 333-195653

LAYNE CHRISTENSEN COMPANY

(Exact Name of Registrant as Specified in Its Charter)

**Delaware
(State or Other Jurisdiction of**

Incorporation or Organization)

1800 Hughes Landing Blvd., Ste. 800

**The Woodlands, Texas
(Address of Principal Executive Offices)**

**48-0920712
(I.R.S. Employer**

Identification No.)

**77380
(Zip Code)**

Layne Christensen Company Capital Accumulation Plan

Layne Christensen Company 2006 Equity Incentive Plan (as amended and restated)

Layne Christensen Company 2002 Stock Option Plan (Amended and Restated)

(Full Title of the Plans)

Steven F. Crooke, Layne Christensen Company

1800 Hughes Landing Blvd., Ste. 800

The Woodlands, Texas 77380

(281) 475-2600

(Name, Address and 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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 (collectively, the Registration Statements), originally filed by Layne Christensen Company, a Delaware corporation (the Company), with the Securities and Exchange Commission:

Registration Statement No. 333-89071, filed on October 15, 2001, registering 150,000 shares of common stock, par value \$0.01 per share, of the Company (the Common Stock), which are available for issuance under the Layne Christensen Company Capital Accumulation Plan (the Capital Accumulation Plan);

Registration Statement No. 333-64714, filed on July 6, 2001, registering 250,000 shares of Common Stock, which are available for issuance under the Capital Accumulation Plan;

Registration Statement No. 333-105930, filed on June 6, 2003, registering 300,000 shares of Common Stock, which are available for issuance under the Layne Christensen Company 2002 Stock Option Plan (the Stock Option Plan);

Registration Statement No. 333-130167, filed on December 7, 2005, registering 300,000 shares of Common Stock, which are available for issuance under the Stock Option Plan;

Registration Statement No. 333-135683, filed on July 10, 2006, registering 600,000 shares of Common Stock, which are available for issuance under the Layne Christensen Company 2006 Equity Incentive Plan (the Equity Incentive Plan);

Registration Statement No. 333-159908, filed on June 11, 2009, registering 200,000 shares of Common Stock and associated preferred stock purchase rights, which are available for issuance under the Capital Accumulation Plan;

Registration Statement No. 333-159909, filed on June 11, 2009, registering 1,400,000 shares of Common Stock, which are available for issuance under the Equity Incentive Plan;

Registration Statement No. 333-195653, filed on May 2, 2014, registering 3,000,000 shares of Common Stock, which are available for issuance under the Equity Incentive Plan; and

Registration Statement No. 333-218909, filed on June 22, 2017, registering 600,000 shares of Common Stock, which are available for issuance under the Equity Incentive Plan.

On June 13, 2018, the Company s stockholders approved the Agreement and Plan of Merger, dated as of February 13, 2018 (the Merger Agreement), by and among the Company, Granite Construction Incorporated, a Delaware

corporation (Granite), and Lowercase Merger Sub Incorporated, a Delaware corporation and wholly owned subsidiary of Granite (Merger Sub). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Company, with the Company surviving the merger as a wholly owned subsidiary of Granite (the Merger). At the effective time of the Merger, each outstanding share of Layne Common Stock was converted into the right to receive 0.27 shares of common stock, par value \$0.01 per share, of Granite.

In connection with the completion of the Merger, the Company terminated all offerings of securities pursuant to the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on June 14, 2018.

LAYNE CHRISTENSEN COMPANY
(Registrant)

/s/ Richard A. Watts
Richard A. Watts
President and Group Manager

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed by the following persons on behalf of the registrant in the capacities indicated on the dates indicated:

| | | |
|-----------------------|--------------------------------|---------------|
| /s/ Richard A. Watts | President and Group Manager | June 14, 2018 |
| Richard A. Watts | (Principal Executive Officer) | |
| /s/ Jigisha Desai | Vice President and Treasurer | June 14, 2018 |
| Jigisha Desai | (Principal Financial Officer) | |
| /s/ Bradley G. Graham | Vice President and Controller | June 14, 2018 |
| Bradley G. Graham | (Principal Accounting Officer) | |
| /s/ James H. Roberts | Sole Director | June 14, 2018 |
| James H. Roberts | | |