

CONSTAR INTERNATIONAL INC  
Form S-8 POS  
August 31, 2009

As filed with the Securities and Exchange Commission on August 31, 2009

Registration No. 333-101389

**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*

**CONSTAR INTERNATIONAL INC.**

(Exact Name of Registrant as Specified in Its Charter)

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(State of Incorporation

(IRS Employer

or Organization)

Identification No.)

One Crown Way

Philadelphia, Pennsylvania  
(Address of Principal Executive Offices)

19154-4599  
(Zip Code)

**Constar, Inc. 401(k) Retirement Savings Plan**

(Full Title of the Plan)

**Michael J. Hoffman**

**President, Chief Executive Officer**

**Constar International Inc.**

**One Crown Way**

**Philadelphia, PA 19154-4599**

**(215) 552-3700**

(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 small reporting company. See definition 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

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 is being filed to deregister all shares of Constar International Inc. (the Registrant ) common stock, par value \$0.01 per share (the Common Stock ), and an indeterminate amount of plan interests under the Constar, Inc. 401(k) Retirement Savings Plan (the Plan ) that have previously been registered, but have not been issued pursuant to the Plan as of the date hereof. The shares of Common Stock and plan interests were previously registered pursuant to the registration statement on Form S-8 filed with the Securities and Exchange Commission on November 22, 2002 (Registration Number 333-101389), which registration statement registered 100,000 shares of Common Stock and an indeterminate amount of plan interests for issuance under the Plan (the Registration Statement ).

On December 30, 2008, the Registrant and certain of its subsidiaries filed voluntary petitions in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court ) seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code. On May 14, 2009, the Bankruptcy Court entered an order confirming the Registrant s emergence from Chapter 11 in accordance with the plan of reorganization for the Registrant and its affiliated debtors (the Plan of Reorganization ). The Registrant emerged from Chapter 11 on May 29, 2009. Holders of the Registrant s then existing Common Stock did not receive any distribution under the Plan of Reorganization and their shares were cancelled on the effective date of the Plan of Reorganization. As a result of the bankruptcy proceedings, the offering pursuant to the Registration Statement has been terminated.

Therefore, in accordance with the undertakings made in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Common Stock which remain unsold at the termination of the offering, all remaining unsold shares of Common Stock and an indeterminate amount of plan interests previously registered under the Registration Statement are being deregistered.

