

PECO II INC  
Form POS AM  
April 27, 2010

As filed with the Securities and Exchange Commission on April 26, 2010.

Registration No. 333-133107

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**PECO II, Inc.**

(Exact name of registrant as specified in its charter)

**Ohio**

(State or other jurisdiction  
of incorporation or organization)

**34-1605456**

(I.R.S. Employer  
Identification No.)

601 Shiloh Road  
Plano, Texas 75074  
(972) 244-9288

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Craig A. Witsoe  
Chief Executive Officer  
PECO II, Inc.  
601 Shiloh Road  
Plano, Texas 75074  
(972) 244-9288

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

Copies of Correspondence to:  
Stephen J. Gilhooly  
General Counsel and Secretary  
Lineage Power Holdings, Inc.  
601 Shiloh Road  
Plano, Texas 75074  
(972) 244-9288

Approximate date of commencement of proposed sale to the public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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**EXPLANATORY STATEMENT**

**Deregistration of Securities**

On April 7, 2006, PECO II, Inc., an Ohio corporation (the Company ), filed a Registration Statement on Form S-3 with the Securities and Exchange Commission (Registration No. 333-133107) (the Registration Statement ) to register the sale of 18,235,168 shares of the Company s common stock, without par value (the Common Stock ), owned by Delta Products Corporation. The purpose of this Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the Post-Effective Amendment ) is to withdraw and remove from registration all unissued and unsold shares of Common Stock previously registered under the Registration Statement.

The Registration Statement is hereby amended to deregister all of the unissued and unsold shares of Common Stock registered under the Registration Statement. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statement.

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**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-3, and has duly caused this Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on April 26, 2010.

PECO II, Inc.

By: /s/ Craig A. Witsoe  
Craig A. Witsoe, Chief Executive  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Craig A. Witsoe Craig A. Witsoe	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 26, 2010
/s/ Lloyd R. Sorenson Lloyd R. Sorenson	Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	April 26, 2010
/s/ Trenton D. Waterhouse Trenton D. Waterhouse	Director	April 26, 2010