TRANSMONTAIGNE INC
Form S-8 POS
September 18, 2006

As filed with the Securities and Exchange Commission on September 18, 2006.

Registration No. 333-15055

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

TransMontaigne Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**06-1052062**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

1670 Broadway, Suite 3100
Denver, CO 80202
(303) 626-8200

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

TransMontaigne Inc. Employees Stock Option Plan
and
TransMontaigne Inc. Amended and Restated Employee Nonqualified Stock Option Plan

(Full title of the plans)

Erik B. Carlson, Esq.
Secretary and General Counsel
TransMontaigne Inc.
1670 Broadway, Suite 3100
Denver, Colorado 80202
(303) 626-8200

with a copy to:
Whitney Holmes, Esq.
Morrison & Foerster LLP
370 Seventeenth Street, Suite 5200
Denver, Colorado 80202
(303) 592-1500

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

DEREGISTRATION OF COMMON STOCK

On October 30, 1996, the Registrant filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-15055 (the Registration Statement), for the sale of 1,000,000 shares of the common stock (the Common Stock), par value $0.01 per share, of the Registrant under the Registrant s Employees Stock Option Plan and the Registrant s Amended and Restated Employee Nonqualified Stock Option Plan (the Plans).

On September 1, 2006, pursuant to the terms of the Agreement and Plan of Merger (the Merger Agreement), dated as of June 22, 2006, by and among the Registrant, Morgan Stanley Capital Group Inc. (Morgan Stanley) and Buffalo Merger Sub Inc., a wholly owned subsidiary of Morgan Stanley (Merger Co), Merger Co merged with and into the Registrant, with Registrant continuing as the surviving corporation. At the effective time of the merger, all of our outstanding shares of common stock were converted into the right to receive $11.35 per share in cash, without interest. Because the Registrant is no longer a public company, this Post-Effective Amendment No. 1 is being filed to deregister all of the unissued shares of Common Stock formerly issuable under the Plans and registered under 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 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 City of Denver, State of Colorado, on September 18, 2006.

TRANSMONTAIGNE INC.

By: /s/ Randall J. Larson
Randall J. Larson
Director, President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	**Title**	**Date**
/s/ Randall J. Larson Randall J. Larson	Director, President and Chief Financial Officer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	September 18, 2006
/s/ Donald H. Anderson Donald H. Anderson	Chairman of the Board	September 18, 2006
/s/ Javed Ahmed Javed Ahmed	Director	September 18, 2006
/s/ William S. Dickey William S. Dickey	Director	September 18, 2006
/s/ Robert P. Kinney Robert P. Kinney	Director	September 18, 2006
/s/ Olav N. Refvik Olav N. Refvik	Director	September 18, 2006

/s/ John A. Shapiro John A. Shapiro	Director	September 18, 2006

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