

TRANSMONTAIGNE INC
Form S-8 POS
September 18, 2006

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

Registration No. 333-123000

**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

(State or Other Jurisdiction
of Incorporation or Organization)

06-1052062

(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. Equity Incentive Plan

(Full title of the plan)

**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 February 25, 2005, the Registrant filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-123000 (the Registration Statement), for the sale of 1,124,628 shares of the common stock (the Common Stock), par value \$0.01 per share, of the Registrant under the Registrant s Equity Incentive Plan (the Plan).

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 Plan and registered under 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-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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