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ACUITY BRANDS INC
Form POS AM
July 22, 2005

As filed with the Securities and Exchange Commission on July 22, 2005
REGISTRATION NO. 333-74246

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

ACUITY BRANDS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

58-2632672
(I.R.S. Employer
Identification No.)

ACUITY BRANDS, INC.
1170 PEACHTREE STREET, N.E.
SUITE 2400
ATLANTA, GEORGIA 30309
(404) 853-1400
(Address, including zip code, of registrant's principal executive offices)

ACUITY BRANDS, INC. LONG-TERM INCENTIVE PLAN

(Full title of plans)

KENYON W. MURPHY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
ACUITY BRANDS, INC.

1170 PEACHTREE STREET, N.E.
SUITE 2400
ATLANTA, GEORGIA 30309
(404) 853-1400

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

POST EFFECTIVE AMENDMENT NO. 1 - EXPLANATORY NOTE

Acuity Brands, Inc. (the "Registrant") is filing this post-effective amendment (this "Amendment") to the Acuity Brands, Inc. Registration Statement No. 333-74246 (the "Registration Statement"), filed on November 30, 2001 with the Securities and Exchange Commission to deregister 5,980,619 shares of common stock, par value \$0.01 per share ("Common Stock"), along with the preferred

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stock purchase rights associated therewith ("Rights"), previously registered on the Registration Statement.

The Registrant has filed a new Registration Statement on Form S-8 (Registration No. 333-126521) for the Acuity Brands, Inc. Long Term Incentive Plan (as amended and restated) (the "Amended LTIP"). The Registrant has carried forward the 5,980,619 shares of Common Stock and associated Rights being deregistered pursuant to this Amendment to the Registration Statement on Form S-8 for the Amended LTIP.

Furthermore, the \$6,745 registration fee previously paid by the Registrant to register the shares being deregistered under this Amendment has been carried forward and applied to the registration fee due as a result of registering 8,980,619 shares on the new Registration Statement on Form S-8 for the Amended LTIP.

The remaining shares of Common Stock and associated Rights issuable pursuant to the Acuity Brands, Inc. Employee Stock Purchase Plan and Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plan registered on the Registration Statement shall be unaffected by this Amendment.

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Item 8.	Exhibits.
Exhibit	Description
24.1 *	Powers of Attorney

* Filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Acuity Brands, Inc. has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 22nd day of July, 2005.

ACUITY BRANDS, INC.

By: /s/ Kenyon W. Murphy

Kenyon W. Murphy
Senior Vice President and General Counsel

KNOW ALL MEN BY THESE PRESENTS, pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities indicated on July 22, 2005.

Signature	Title
*	Chairman and Chief Executive Officer

Vernon J. Nagel

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*

Karen J. Holcom Vice President and Controller; Interim Chief
Financial Officer

*

Peter C. Browning Director

*

John L. Clendenin Director

*

Jay M. Davis Director

*

Earnest W. Deavenport, Jr. Director

*

Robert F. McCullough Director

*

Julia B. North Director

*

Ray M. Robinson Director

*

Neil Williams Director

* By: /s/ Kenyon W. Murphy

Kenyon W. Murphy
Attorney-in-Fact