

AMPEX CORP /DE/  
Form S-8 POS  
November 12, 2008

As filed with the Securities and Exchange Commission on November 12, 2008

Registration No. 333-126291

**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*

**AMPEX CORPORATION**

(formerly Ampex Incorporated)

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of incorporation or organization)*

**13-3667696**  
*(I.R.S. Employer Identification Number)*

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1228 Douglas Avenue

Redwood City, CA 94063

(650) 367-4111

*(Address of principal executive offices, including zip code)*

**AMPEX CORPORATION 1992 STOCK INCENTIVE PLAN, AS AMENDED**

*(Full title of the plan)*

**Joel D. Talcott, Esq.**

**Ampex Corporation**

**1228 Douglas Avenue**

**Redwood City, CA 94063**

**(650) 367-3330**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller

Smaller reporting company

reporting company)

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This Post-Effective Amendment No. 1 to Form S-8 Registration Statement amends the Registration Statements on Form S-8 and the Post-Effective Amendments thereto listed below (together, the Registration Statements ), which were filed by Ampex Corporation (the Company ) to register shares of the Company s Class A Common Stock, par value \$0.01 per share (the Class A Stock ), reserved for issuance under the Ampex Corporation 1992 Stock Incentive Plan, as amended (the Stock Incentive Plan ):

1. Form S-8 Registration Statement (File No. 33-77664) filed on April 12, 1994 to register 37,500 shares (as adjusted) of Class A Stock reserved for issuance under the Stock Incentive Plan;
2. Form S-8 Registration Statement (File No. 33-92640) filed on May 23, 1995 to register 75,000 additional shares (as adjusted) of Class A Stock reserved for issuance under the Stock Incentive Plan;
3. Form S-8 Registration Statement (File No. 333-05623) filed on June 10, 1996 to register 100,000 additional shares (as adjusted) of Class A Stock reserved for issuance under the Stock Incentive Plan;
4. Post-Effective Amendment No. 1 to Form S-8 Registration Statement (File No. 333-05623) filed on August 30, 1996 to reflect amendments to the Stock Incentive Plan made in accordance with Rule 16b-3 under the Securities Exchange Act of 1934, as amended;
5. Form S-8 Registration Statement (File No. 333-81534) filed January 29, 2002 to register 200,000 additional shares (as adjusted) of Class A Stock reserved for issuance under the Stock Incentive Plan; and
6. Form S-8 Registration Statement (File No. 333-126291) filed June 30, 2005 to register 300,000 additional shares of Class A Stock reserved for issuance under the Stock Incentive Plan, and to reflect amendments to the Stock Incentive Plan made to conform the Plan to new Section 409A of the Internal Revenue Code.

Adjustments to the numbers of shares set forth above reflect the Company s one-for-twenty reverse stock split in 2003.

On March 30, 2008, the Company and certain of its U.S. subsidiaries (together, the Debtors ) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court ) (Case No. 08-11094). On July 31, 2008, the Bankruptcy Court confirmed the Debtors First Modified Third Amended Joint Plan of Reorganization dated July 31, 2008 (the Plan of Reorganization ). On October 3, 2008, all conditions to consummation of the Plan of Reorganization were satisfied or waived, the Plan of Reorganization became effective and the Company emerged from chapter 11. Pursuant to the Plan of Reorganization, the Company cancelled and extinguished, as of October 3, 2008, all of its then-outstanding equity interests, including all shares of its Class A Stock and all stock options to purchase Class A Stock granted under the Stock Incentive Plan.

The Company hereby removes from registration all shares of Class A Stock which have not been sold under the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California on November 12, 2008.

AMPEX CORPORATION

By: /s/ D. Gordon Strickland  
D. Gordon Strickland

Chairman, President and

Chief Executive Officer

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

| <b>Signatures</b>        | <b>Title</b>  | <b>Date</b>       |
|--------------------------|---|-------------------|
| /s/ D. Gordon Strickland | Chairman, President, Chief Executive                  | November 12, 2008 |
| D. Gordon Strickland     | Officer and Director<br>(Principal Executive Officer) |                   |
| /s/ Christopher Lake     | Vice President, Chief Financial Officer and Treasurer | November 12, 2008 |
| Christopher Lake         | (Principal Chief Financial Officer)                   |                   |
| /s/ Ramon C. H. Venema   | Vice President  | November 12, 2008 |
| Ramon C. H. Venema       | (Controller and Principal Accounting Officer)         |                   |
| /s/ Donald L. Hawks III  | Director  | November 12, 2008 |
| Donald L. Hawks III      |   |                   |
| /s/ Raymond F. Weldon    | Director  | November 12, 2008 |
| Raymond F. Weldon        |   |                   |