

Edgar Filing: MULTIMEDIA GAMES INC - Form S-8 POS

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EXPLANATORY NOTE

Multimedia Games, Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on May 14, 2009 (File No. 333-159242) (the “Prior Registration Statement”), with respect to shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), thereby registered for offer or sale pursuant to the Registrant’s 2008 Employment Inducement Award Plan (the “Prior Plan”).

The Prior Plan was frozen on March 23, 2010. The Registrant adopted a new equity incentive plan, the Multimedia Games, Inc. Consolidated Equity Incentive Plan (the “Consolidated Plan”), which replaced the Prior Plan as of March 23, 2010, the date the Registrant’s shareholders approved the Consolidated Plan. Subsequent to its expiration on March 23, 2010, no awards were made under the Prior Plan, and no future awards will be made under the Prior Plan. As of May 17, 2010, 1,126,236 shares of Common Stock originally registered under the Prior Registration Statement (the “Carryover Shares”) remained available for offer and sale under the Prior Registration Statement. In accordance with the undertaking contained in the Prior Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 1 to the Prior Registration Statement is being filed to deregister and remove the previously registered shares of Common Stock that remain unissued and unsold under the Prior Registration Statement, i.e., the Carryover Shares, as of the date hereof. Furthermore, as of May 17, 2010, 1,373,764 shares of Common Stock remained subject to outstanding awards previously granted under the Prior Plan (the “Prior Awards”). The Prior Registration Statement will remain in effect to cover the potential exercise of the Prior Awards.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement, the Registrant is filing a Registration Statement on Form S-8 to register 2,266,288 of the Carryover Shares, which are now available for offer or sale pursuant to the Consolidated Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Prior Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, Texas, on May 21, 2010.

MULTIMEDIA GAMES, INC.

By: /s/ Uri Clinton
Uri Clinton
Senior Vice President, General Counsel and Corporate Secretary

Each person whose signature appears on the following signature page constitutes and appoints Uri Clinton, as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

| Signature | Capacity | Date |
|--|--|------------------------------|
| /s/ Patrick J. Ramsey Patrick J. Ramsey | Interim Chief Executive Officer (Principal Executive Officer) | May 21, 2010 |
| /s/ Adam D. Chibib Adam D. Chibib | Chief Financial Officer (Principal Financial Officer) | May 21, 2010 |
| /s/ Michael J Maples, Sr. Michael J Maples, Sr. | Chairman of the Board Director | May 21, 2010 |
| /s/ Stephen J. Greathouse Stephen J. Greathouse | Vice Chairman of the Board Director | May 21, 2010 |
| /s/ Neil E. Jenkins Neil E. Jenkins | Director Director | May 21, 2010 May 21, 2010 |

/s/ Justin A.
Orlando
Justin A. Orlando

/s/ Anthony M. Sanfilippo
Anthony M. Sanfilippo

Director

May 21, 2010

/s/ Timothy S. Stanley
Timothy S. Stanley

Director

May 21, 2010