

SIRONA DENTAL SYSTEMS, INC.  
Form S-8 POS  
February 29, 2016

**Registration No. 333-46825**

**Registration No. 333-83488**

**Registration No. 333-106237**

**Registration No. 333-140555**

**Registration No. 333-142798**

**Registration No. 333-157576**

**Registration No. 333-203217**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8**

**Registration Statement No. 333-46825**

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**Registration Statement No. 333-157576**

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**Registration Statement No. 333-203217**

***UNDER***

***THE SECURITIES ACT OF 1933***

**SIRONA DENTAL SYSTEMS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

|  |                            |
|--|----------------------------|
| <b>Delaware</b>                          | <b>11-3374812</b>          |
| <b>(State or Other Jurisdiction</b>      | <b>(I.R.S. Employer</b>    |
| <b>of Incorporation or Organization)</b> | <b>Identification No.)</b> |

**30-30 47<sup>th</sup> Avenue, Suite 500**

**Long Island City, New York 11101**

**(Address of Principal Executive Offices and Zip Code)**

**Schick Technologies, Inc. 1996 Employee Stock Option Plan**

**Schick Technologies, Inc. 1997 Stock Option Plan for Non-Employee Directors**

**Sirona Dental Systems, Inc. Equity Incentive Plan**

**Sirona Dental Systems, Inc. Equity Incentive Plan, as amended**

**Sirona Dental Systems, Inc. 2015 Long-Term Incentive Plan**

**(Full title of the plans)**

**Jonathan Friedman, Esq.**

**General Counsel and Secretary**

**Sirona Dental Systems, Inc.**

**30-30 47<sup>th</sup> Avenue, Suite 500**

**Long Island City, New York 11101**

**(718) 482-2011**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

## DEREGISTRATION OF SECURITIES

Sirona Dental Systems, Inc., a Delaware corporation (the “Company”), is filing with the United States Securities and Exchange Commission (the “SEC”) these Post-Effective Amendments (these “Post-Effective Amendments”) in connection with the following Registration Statements on Form S-8 (each a “Registration Statement,” and collectively, the “Registration Statements”):

Registration Statement on Form S-8 (No. 333-46825), filed with the SEC on February 24, 1998, pertaining to the registration of 505,400 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Schick Technologies, Inc. 1996 Employee Stock Option Plan and Schick Technologies, Inc. 1997 Stock Option Plan for Non-Employee Directors;

Registration Statement on Form S-8 (No. 333-83488), filed with the SEC on February 27, 2002, pertaining to the registration of 2,794,600 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Schick Technologies, Inc. 1996 Employee Stock Option Plan and Schick Technologies, Inc. 1997 Stock Option Plan for Non-Employee Directors;

Registration Statement on Form S-8 (No. 333-106237), filed with the SEC on June 18, 2003, pertaining to the registration of 300,000 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Schick Technologies, Inc. 1997 Stock Option Plan for Non-Employee Directors;

Registration Statement on Form S-8 (No. 333-140555), filed with the SEC on February 9, 2007, pertaining to the registration of 1,700,000 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Schick Technologies, Inc. 1996 Employee Stock Option Plan;

Registration Statement on Form S-8 (No. 333-142798), filed with the SEC on May 10, 2007, pertaining to the registration of 2,275,000 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Sirona Dental Systems, Inc. Equity Incentive Plan;

Registration Statement on Form S-8 (No. 333-157576), filed with the SEC on February 27, 2009, pertaining to the registration of 2,275,000 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Sirona Dental Systems, Inc. Equity Incentive Plan, as amended; and

Registration Statement on Form S-8 (No. 333-203217), filed with the SEC on April, 2, 2015, pertaining to the registration of 6,825,000 shares of the Company’s common stock, par value \$0.01 per share, issuable pursuant to the Sirona Dental Systems, Inc. 2015 Long-Term Incentive Plan.

On February 29, 2016, the Company completed its previously announced “merger of equals” strategic business combination with DENTSPLY International Inc., a Delaware corporation (“DENTSPLY”) contemplated by that certain Agreement and Plan of Merger, dated as of September 15, 2015 (the “Merger Agreement”), by and among the Company, DENTSPLY, and Dawkins Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of DENTSPLY (“Merger Sub”). Pursuant to the Merger Agreement, Merger Sub merged with and into the Company (the “Merger”), with the Company continuing as the surviving corporation in the Merger and a wholly owned subsidiary of DENTSPLY.

In connection with the Merger, the Company is terminating all offerings of its securities pursuant to the Registration Statements. These Post-Effective Amendments to the Registration Statements are being filed to deregister any and all securities previously registered under the Registration Statements that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 29, 2016.

**Sirona Dental Systems, Inc.**

By: /s/ Jonathan Friedman  
Jonathan Friedman  
Secretary and General Counsel

No other person is required to sign these Post-Effective Amendments in reliance on Rule 478 of the Securities Act of 1933, as amended.