

HCC INSURANCE HOLDINGS INC/DE/  
Form S-8 POS  
October 27, 2015

As filed with the Securities and Exchange Commission on October 27, 2015

Registration No. 333-152897

Registration No. 333-173346

Registration No. 333-190484

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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**HCC INSURANCE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**76-0336636**  
(IRS Employer  
Identification No.)

**13403 Northwest Freeway**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**77040**  
(Zip Code)

**HCC Insurance Holdings, Inc. 2008 Flexible Incentive Plan**

**HCC Insurance Holdings, Inc. Nonqualified Deferred Compensation Plan for Non-Employee Directors**

**HCC Insurance Holdings, Inc. 2013 Employee Stock Purchase Plan**

(Full title of the plan)

**Randy D. Rinicella**

**Senior Vice President, General Counsel and Secretary**

**HCC Insurance Holdings, Inc.**

**13403 Northwest Freeway**

**Houston, Texas 77040**

(Name and address of agent for service)

**(713) 690-7300**

(Telephone number, including area code, of agent for service)

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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

Smaller reporting company

(Do not check if a smaller reporting company)



**DEREGISTRATION OF SECURITIES**

HCC Insurance Holdings, Inc. (the Company) is filing this Post-Effective Amendment No. 1 to deregister certain securities originally registered by the Company pursuant to the following (collectively referred to herein as the Registration Statements):

- Registration Statement on Form S-8 (File No. 333-152897), filed with the Securities and Exchange Commission (the SEC) on August 8, 2008, with respect to shares of the Company's common stock, par value of \$1.00 per share (Company Common Stock), registered for issuance under the HCC Insurance Holdings, Inc. 2008 Flexible Incentive Plan.
- Registration Statement on Form S-8 (File No. 333-173346), filed with the SEC on April 7, 2011, with respect to shares of the Company Common Stock, registered for issuance under the HCC Insurance Holdings, Inc. Nonqualified Deferred Compensation Plan for Non-Employee Directors.
- Registration Statement on Form S-8 (File No. 333-190484), filed with the SEC on August 8, 2013, with respect to shares of the Company Common Stock, registered for issuance under the HCC Insurance Holdings, Inc. 2013 Employee Stock Purchase Plan.

Effective as of October 27, 2015, as contemplated by the Agreement and Plan of Merger, dated June 10, 2015 (as amended, the Merger Agreement), by and among the Company, Tokio Marine Holdings, Inc. (Parent) and TMGC Investment (Delaware) Inc., a wholly owned subsidiary of Parent (Merger Sub), Merger Sub merged with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (such transaction, the Merger).

As part of the Merger, the Company has terminated all offerings of Company Common Stock pursuant to existing registration statements, including the Registration Statements. In accordance with the undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any shares of Company Common Stock that remain unsold at the termination of the offering, the Company hereby removes from registration, by means of this Post-Effective Amendment No. 1 to the Registration Statements, all shares of Company Common Stock registered under the Registration Statements that remain unsold as of the effectiveness of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, HCC Insurance Holdings, Inc. has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on October 27, 2015.

**HCC INSURANCE HOLDINGS, INC.**

By: /s/ Alexander M Ludlow  
Name: Alexander M Ludlow  
Title: Associate General Counsel and Assistant Secretary

*Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933, as amended.*