

MICROFINANCIAL INC  
Form S-8 POS  
January 23, 2015

Registration No. 333-85324

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

## FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES EXCHANGE ACT OF 1933

### MicroFinancial Incorporated

(Exact name of registrant as specified in its charter)

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

**04-2962824**  
(I.R.S. Employer  
Identification No.)

**16 New England Executive Park, Suite 200**

**Burlington, Massachusetts 01803**

**(781) 994-4800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**James R. Jackson, Jr.**

**Vice President and Chief Financial Officer**

**MicroFinancial Incorporated**

**16 New England Executive Park, Suite 200**

**Burlington, Massachusetts 01803**

**(781) 994-4800**

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

**Copies to:**

**Eugene W. McDermott, Jr.**

**Locke Lord LLP**

**2800 Financial Plaza**

**Providence, Rhode Island 02903**

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 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 UNSOLD SECURITIES**

On January 23, 2015, pursuant to the Agreement and Plan of Merger, dated as of December 13, 2014, by and among MF Parent LP, a Delaware limited partnership, MF Merger Sub Corp., a Massachusetts corporation and a direct wholly-owned subsidiary of MF Parent LP, and MicroFinancial Incorporated, a Massachusetts corporation ( the Registrant ), MF Parent LP acquired all the outstanding shares of the Registrant s common stock via a merger of the Registrant with MF Merger Sub, with the Registrant surviving the merger.

In connection with the merger, the Registrant terminated the offering of securities under the MicroFinancial Incorporated 1998 Equity Incentive Plan, which was registered on the registration statement on Form S-8, Registration No. 333-85324, filed on April 1, 2002 (the Registration Statement ). Pursuant to the undertaking made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the securities which remain unsold under the Registration Statement.

**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 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 Burlington, Commonwealth of Massachusetts, on this 23rd day of January, 2015.

**MICROFINANCIAL INCORPORATED**  
Registrant

By: */s/ James R. Jackson, Jr.*  
James R. Jackson, Jr.  
Vice President and Chief Financial Officer