

MCDONALDS CORP

Form S-8 POS

February 23, 2015

As filed with the Securities and Exchange Commission on February 23, 2015

Registration No. 33-09267

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

McDonald's Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

One McDonald's Plaza, Oak Brook, Illinois

(Address of Principal Executive Offices)

36-2361282

(I.R.S. Employer Identification No.)

60523-1900

(Zip Code)

McDONALD'S CORPORATION

1975 STOCK OWNERSHIP OPTION PLAN

McDONALD'S HAMBURGERS LIMITED

EMPLOYEE SHARE OPTION SCHEME

McDONALD'S RESTAURANTS OF CANADA LIMITED

EMPLOYEE STOCK OPTION PLAN

(Full title of the plan)

Gloria Santona

Corporate Executive Vice President,

General Counsel and Secretary

McDonald's Corporation

One McDonald's Plaza

Oak Brook, Illinois 60523-1900

(Name and address of agent for service)

(630) 623-3000

(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.

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 3 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 33-09267) filed by McDonald's Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on October 23, 1986 (the "Registration Statement") to register 4,500,000 shares of the Registrant's Common Stock for issuance under the McDonald's Corporation 1975 Stock Ownership Option Plan (the "Plan").

On February 1, 1988, the Registrant filed Post-Effective Amendment No. 1 to the Registration Statement indicating that Common Stock registered under the Plan could be used for the McDonald's Hamburgers Limited Employee Share Option Scheme.

On February 13, 1989, the Registrant filed Post-Effective Amendment No. 2 to the Registration Statement indicating that Common Stock registered under the Plan could be used for the McDonald's Restaurants of Canada Limited Employee Stock Option Plan.

As of the date of this Post-Effective Amendment, no additional shares of Common Stock registered will be issued under the Plan. In accordance with the Registrant's undertaking in Part II, Item 21(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24 Power of Attorney

SIGNATURES

The Registrant. 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on this 23rd day of February, 2015.

McDONALD'S CORPORATION

By: /s/ Denise A. Horne
Denise A. Horne
Corporate Vice President - Associate General Counsel
and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature Title	Date
* Susan E. Arnold Director	February 23, 2015
* Peter J. Bensen Corporate Senior Executive Vice President and Chief Financial Officer	February 23, 2015
* Robert A. Eckert Director	February 23, 2015
Margaret H. Georgiadis Director	
* Enrique Hernandez, Jr. Director	February 23, 2015
* Jeanne P. Jackson Director	February 23, 2015
* Richard H. Lenny Director	February 23, 2015
* Walter E. Massey Director	February 23, 2015

*

February 23, 2015

Andrew J. McKenna
Chairman of the Board and Director

*

February 23, 2015

Cary D. McMillan
Director

* February 23, 2015
Kevin M. Ozan
Corporate Senior Vice President - Controller

* February 23, 2015
Sheila A. Penrose
Director

* February 23, 2015
John W. Rogers, Jr.
Director

* February 23, 2015
Roger W. Stone
Director

/s/ Donald Thompson February 13, 2015
Donald Thompson
President, Chief Executive Officer and Director

* February 23, 2015
Miles D. White
Director

Denise A. Horne, the undersigned attorney-in-fact, by signing her name hereto, does hereby sign and execute this
* Post-Effective Amendment No. 3 on behalf of the above indicated directors and officers of the Registrant pursuant
to a power of attorney filed with the U.S. Securities and Exchange Commission.

By: /s/ Denise A. Horne
Denise A. Horne
Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.	Description
24	Power of Attorney