

ACTUANT CORP  
Form S-8 POS  
December 20, 2013

Registration No. 333-179007

As filed with the Securities and Exchange Commission on December 20, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ACTUANT CORPORATION  
(Exact name of registrant as specified in its charter)

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WISCONSIN  
(State or other jurisdiction of  
incorporation of organization)

39-0168610  
(I.R.S. Employer  
Identification No.)

N86 W12500 Westbrook Crossing  
Menomonee Falls, Wisconsin 53051  
(Address and Zip Code of Principal Executive Offices)

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THE ACTUANT CORPORATION 401(k) PLAN, AS AMENDED  
ELECTRICAL HOLDINGS 401(k) PLAN  
(Full title of the plan)

Andrew G. Lampereur  
Executive Vice President and Chief Financial Officer  
Actuant Corporation  
N86 W12500 Westbrook Crossing  
Menomonee Falls, Wisconsin 53051

Copies to:  
John Tamisiea  
Eric Orsic  
McDermott Will & Emery LLP  
227 West Monroe Street  
Chicago, Illinois 60606

(Name and address of agent for service)

(262) 293-1500

(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.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

Actuant Corporation (the “Registrant”) filed the Form S-8 Registration Statement No. 333-179007 (the “Registration Statement”) with the Securities and Exchange Commission on January 13, 2012 to register 1,000,000 shares of the Registrant’s Class A Common Stock to be offered pursuant to the Actuant Corporation 401(k) Plan (the “Original Plan”). The Registrant filed Post-Effective Amendment No. 1 to the Registration Statement on October 28, 2013 to add an additional plan, the Electrical Holdings 401(k) Plan (the “Electrical Plan”), to the Registration Statement.

On December 13, 2013, the Registrant completed the sale of its Electrical Segment to Power Products, LLC, an affiliate of Sentinel Capital Partners, L.P. (“Buyer”). In connection with the sale of the Electrical Segment, the Registrant transferred sponsorship of the Electrical Plan to the Buyer. The purpose of this Post-Effective Amendment No. 2 is to remove the Electrical Plan from the Registration Statement. No additional securities are being registered hereby. The Registration Statement registered a sufficient number of shares of the Registrant’s Class A Common Stock to cover the Registrant’s obligations under the Electrical Plan and the Original Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Menomonee Falls, State of Wisconsin, on December 20, 2013.

ACTUANT CORPORATION

By: /s/ Andrew G.  
Lampereur  
Name: Andrew G.  
Lampereur  
Title: Executive Vice  
President and  
Chief  
Financial  
Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on December 20, 2013.

Signature	Title
* Robert C. Arzbaecher	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
* Gurminder S. Bedi	Director
* Gustav H. P. Boel	Director and Executive Vice President
* Thomas J. Fischer	Director
* William K. Hall	Director
* R. Alan Hunter, Jr.	Director

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\*  
Robert A. Peterson Director

\*  
Holly A. Van Deursen Director

\*  
Dennis K. Williams Director

/s/ Mark Goldstein Director, President and Chief Operating Officer  
Mark Goldstein

/s/ Andrew G. Lampereur Executive Vice President and Chief  
Andrew G. Lampereur Financial Officer (Principal Financial Officer)

\*  
Matthew P. Pauli Controller (Principal Accounting Officer)

\* /s/ Andrew G. Lampereur Attorney-in-fact  
Andrew G. Lampereur

Pursuant to the requirements of the Securities Act of 1933, an authorized representative of the Actuant Corporation 401(k) Plan and the Electrical Holdings 401(k) Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Menomonee Falls, State of Wisconsin, on December 20, 2013.

ACTUANT CORPORATION  
401(k) PLAN

By: /s/ Matthew P. Pauli  
Name: Matthew P. Pauli  
Title: Plan Administrative Committee Member

ELECTRICAL HOLDINGS  
401(k) PLAN

By:

/s/ Matthew P.  
Pauli

Name:

Matthew P.  
Pauli

Title:

Plan  
Administrative  
Committee  
Member