

INTERNATIONAL WIRE GROUP INC  
Form POS AM  
October 22, 2009

As filed with the Securities and Exchange Commission on October 22, 2009

Registration No. 333-120736

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
International Wire Group, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**3357**

(Primary Standard Industrial  
Classification Code Number)

**43-1705942**

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

**12 Masonic Ave.**

**Camden, New York 13316**

**(315) 245-3800**

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

**Rodney D. Kent**

**Chief Executive Officer**

**International Wire Group, Inc.**

**12 Masonic Ave.**

**Camden, New York 13316**

**(315) 245-3800**

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

Copies to:

**R. Scott Cohen, Esq.**

**Weil, Gotshal & Manges LLP**

**200 Crescent Court**

**Suite 300**

**Dallas, Texas 75201**

**(214) 746-7700**

Approximate date of commencement of proposed sale to the public: Not applicable.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 12b2 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)

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) relates to the Registration Statement on Form S-1 (Registration No. 333-120736) (the Registration Statement ) of International Wire Group, Inc. (the Company ), as amended, originally filed on November 23, 2004, and declared effective on August 9, 2005. Pursuant to the Registration Statement, the Company registered the resale from time to time of 4,789,257 shares (the Shares ) of the Company s common stock by certain selling securityholders.

This Post-Effective Amendment is being filed solely to deregister all of the Shares previously registered under the Registration Statement that remain unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No.1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Camden, State of New York, on October 22, 2009.

INTERNATIONAL WIRE GROUP, INC.

By: /s/ Rodney D. Kent  
 Rodney D. Kent  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 to the Registration Statement on Form S-1 has been signed by the following persons in the capacities and on October 22, 2009.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Rodney D. Kent	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	October 22, 2009
Rodney D. Kent		
/s/ Glenn J. Holler	Senior Vice President, Chief Financial Officer and Secretary <i>(Principal Financial and Accounting Officer)</i>	October 22, 2009
Glenn J. Holler		
/s/ Hugh Steven Wilson	Chairman of the Board	October 22, 2009
Hugh Steven Wilson		
/s/ William Lane Pennington	Director	October 22, 2009
William Lane Pennington		
/s/ Peter Blum	Director	October 22, 2009
Peter Blum		
/s/ David M. Gilchrist, Jr.	Director	October 22, 2009
David M. Gilchrist, Jr.		

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/s/ David H. Robbins	Director	October 22, 2009
David H. Robbins		
/s/ Lowell W. Robinson	Director	October 22, 2009
Lowell W. Robinson		
/s/ John T. Walsh	Director	October 22, 2009
John T. Walsh		