

ADC TELECOMMUNICATIONS INC  
Form S-8 POS  
December 09, 2010

As filed with the Securities and Exchange Commission on December 9, 2010

Registration No. 333-56808

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933  
ADC TELECOMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)**

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

**41-0743912**  
(I.R.S. Employer  
Identification No.)

**13625 Technology Drive  
Eden Prairie, MN 55344**  
(Address of principal executive offices,  
including zip code)

**ADC TELECOMMUNICATIONS, INC.  
NONEMPLOYEE DIRECTOR STOCK OPTION PLAN**  
(Full title of the plan)

**Harold G. Barksdale  
Vice President and Secretary  
ADC Telecommunications, Inc.  
13625 Technology Drive  
Eden Prairie, MN 55344  
(952) 938-8080**

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

*Copy to:*  
**Amy L. Schneider  
Dorsey & Whitney LLP  
50 South Sixth Street, Suite 1500  
Minneapolis, Minnesota 55402  
(612) 340-2600**

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



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (File No. 333-56808) (the Registration Statement ) of ADC Telecommunications, Inc. (the Company ), which was filed with the U.S. Securities and Exchange Commission on March 9, 2001. The Registration Statement registered 500,000 shares of the Company s common stock, par value \$0.20 per share (the Common Stock ), to be offered or sold pursuant to the Company s Nonemployee Director Stock Option Plan (the Plan ).

On December 9, 2010, pursuant to the terms of the Agreement and Plan of Merger, dated as of July 12, 2010 and amended as of July 24, 2010, among Tyco Electronics Ltd. ( Parent ), Parent s wholly owned subsidiary, Tyco Electronics Minnesota, Inc. ( Purchaser ), and the Company, Purchaser was merged with and into the Company (the Merger ) with the Company surviving the Merger as a wholly owned subsidiary of Parent. As a result of the Merger, the Company s Common Stock is being delisted from The NASDAQ Stock Market LLC and deregistered under the Securities Exchange Act of 1934, as amended, and no more shares of the Company s Common Stock will be issued under the Plan.

The Company is filing this Post-Effective Amendment No. 2 to the Registration Statement to remove from registration the shares of Common Stock 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, 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on the 9th day of December, 2010.

ADC TELECOMMUNICATIONS, INC.

By: /s/ Steven G. Nemitz  
Steven G. Nemitz  
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the indicated capacities on December 9, 2010.

<b>Signature</b>	<b>Title</b>
* Alan Clarke	President (principal executive officer)
* Mario Calastri	Vice President, Assistant Treasurer and Director (principal financial officer)
/s/ Steven G. Nemitz Steven G. Nemitz	Vice President and Controller (principal accounting officer)
* Harold G. Barksdale	Director
* Richard J. Suminski	Director

\* By: /s/ Steven G. Nemitz  
Steven G. Nemitz  
Attorney-in-Fact

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

24.1 Power of Attorney