

GLOBAL SOURCES LTD /BERMUDA
Form S-8 POS
August 28, 2017

As filed with the Securities and Exchange Commission on August 28, 2017 Registration No. 333-138474

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE

AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GLOBAL SOURCES LTD.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

Not Applicable

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

Canon's Court

22 Victoria Street

Hamilton, HM 12, Bermuda

(441) 295-2244

(Address of Principal Executive Offices)

Global Sources Equity

Compensation (2017) Master Plan

and

Global Sources Ltd.

Directors Purchase Plan (as of 5 November 2005)

(Full title of the plan)

James J. Clark, Esq.

Stuart G. Downing, Esq.

Cahill Gordon & Reindel LLP

80 Pine Street

New York, New York 10005

(Name and address of agent for service)

(212) 701-3000

(Telephone number, including area code, of agent for service)

Copies to:

James J. Clark, Esq.

James Bodi, Esq.

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Appleby (Bermuda) Limited

Cahill Gordon & Reindel LLP Canon's Court

80 Pine Street

22 Victoria Street

New York, New York 10005

PO Box HM 1179

(212) 701-3000

Hamilton HM EX, Bermuda

(441) 295-2244

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. (Check one):

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 relates to the registration statement file no. 333-138474 (the “Registration Statement”) of Global Sources Ltd. (the “Registrant”) on Form S-8 pursuant to which the Registrant registered 3,000,000 common shares of par value \$.01 each authorized for issuance under the Global Sources Equity Compensation (2007) Master Plan and 530,000 common shares of par value \$.01 each authorized for issuance under the Global Sources Ltd. Directors Purchase Plan, which was filed with the Securities and Exchange Commission on November 7, 2006. This Post-Effective Amendment is being filed to deregister all of the common shares of the Registrant previously registered under the Registration Statement and remaining available thereunder.

On May 23, 2017, the Registrant, Expo Holdings I Ltd (“Parent”), an exempted company with limited liability incorporated under the laws of the Cayman Islands, and Expo Holdings II Ltd. (“Amalgamation Sub”), an exempted company incorporated under the laws of Bermuda as a company limited by shares, entered into an Agreement and Plan of Amalgamation (as amended on May 25, 2017 and as may be further amended from time to time, the “Amalgamation Agreement”). On July 24, 2017, at a special general meeting of the Registrant, the shareholders of the Registrant voted in favor of, among others, the Amalgamation Agreement and the transactions contemplated thereby.

On August 28, 2017 (the “Effective Time”), pursuant to the Amalgamation Agreement, the Registrant and Amalgamation Sub were amalgamated (the “Amalgamation”) with the amalgamated company continuing as a Bermuda exempted company limited by shares and becoming a wholly-owned subsidiary of Parent.

In connection with the Amalgamation, the Registrant has terminated all offerings of its securities pursuant to the Registration Statement. The Registrant hereby removes from registration, by means of this Post-Effective Amendment, any and all of the securities registered under the Registration Statement which remain unsold as of the Effective Time.

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 of the requirements for filing on Form S-8 and has duly caused this Post-effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the Hong Kong Special Administrative Region of the People's Republic of China on August 28, 2017.

GLOBAL SOURCES LTD.

By: /s/ Connie Lai
 Name: Connie Lai
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|--------------------|
| /s/ Merle A. Hinrich Merle A. Hinrich | Executive Chairman of the Board; Director (a principal executive officer) | August 28, 2017 |
| /s/ Craig Pepples Craig Pepples | Chief Executive Officer | August 28, 2017 |
| /s/ Connie Lai Connie Lai | Chief Financial Officer (principal financial officer and principal accounting officer) | August 28, 2017 |
| /s/ Sarah Benecke Sarah Benecke | Director | August 28, 2017 |
| /s/ Eddie Heng Teng Hua Eddie Heng Teng Hua | Director | August 28, 2017 |

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|----------------------|--|--------------------|
| /s/ David F. Jones | Director | August 28, 2017 |
| David F. Jones | | |
| /s/ Funmibi Chima | Director | August 28, 2017 |
| Funmibi Chima | | |
| /s/ Michael J. Scown | Director | August 28, 2017 |
| Michael J. Scown | | |
| /s/ Brent Barnes | Chief Operating Officer (authorized representative in the United States) | August 28, 2017 |
| Brent Barnes | | |