

PLAYBOY ENTERPRISES INC  
Form S-8 POS  
March 04, 2011

As filed with the Securities and Exchange Commission on March 4, 2011

Registration No. 333-74451

Registration No. 333-10470

Registration No. 333-105454

Registration No. 333-139728

Registration No. 333-159846

Registration No. 333-159847

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-74451**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-10470**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-105454**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-139728**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-159846**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-159847**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

# **Playboy Enterprises, Inc.**

(Exact name of registrant as specified in its charter)

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

**36-4249478**  
(I.R.S. Employer  
Identification No.)

**680 North Lake Shore Drive**

**Chicago, Illinois 60611**

(Address Of Principal Executive Offices)

**Playboy Enterprises, Inc. 1991 Non-qualified Stock Option Plan for Non-employee Directors**

**Playboy Enterprises, Inc. Employee Stock Purchase Plan**

**Third Amended and Restated Playboy Enterprises, Inc. 1995 Stock Incentive Plan**

**Second Amended and Restated 1997 Equity Plan for Non-Employee Directors of Playboy Enterprises, Inc.**

**Employment Agreement, dated as of June 1, 2009, between Playboy Enterprises, Inc. and Scott Flanders**

(Full title of the plans)

**Howard Shapiro, Esq.**

**Executive Vice President, Law and Administration, General Counsel and Secretary**

**680 North Lake Shore Drive**

**Chicago, Illinois 60611**

**(312) 751-8000**

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

*With copy to:*

**Rodd M. Schreiber**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**155 North Wacker Drive**

**Chicago, IL 60606**

**(312) 407-0700**

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**

These Post-Effective Amendments relate to the following Registration Statements filed on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement 333-74451, which was filed with the Securities and Exchange Commission (the SEC ) and became effective on March 16, 1999.
2. Registration Statement 333-10470, which was filed with the SEC and became effective on May 20, 1999.
3. Registration Statement 333-105454, which was filed with the SEC and became effective on May 21, 2003.
4. Registration Statement 333-139728, which was filed with the SEC and became effective on December 29, 2006.
5. Registration Statement 333-159846, which was filed with the SEC and became effective on June 9, 2009.

6. Registration Statement 333-159847, which was filed with the SEC and became effective on June 9, 2009. On March 4, 2011, pursuant to the Agreement and Plan of Merger, dated as of January 9, 2011, by and among the Playboy Enterprises, Inc. (the Company ), Icon Acquisition Holdings, L.P., a Delaware limited partnership ( Purchaser ), and Icon Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Purchaser ( Sub ), Sub merged with and into the Company (the Merger ), with the Company surviving the Merger as a subsidiary of Purchaser. Pursuant to the terms of the Merger Agreement, each share (other than shares owned by the Company as treasury stock, shares owned by Scott N. Flanders, the Chief Executive Officer and a director of the Company, shares owned by The HMH Playboy Stock Trust and The Hugh M. Hefner 1991 Trust, dated May 2, 1991, and any shares held by stockholders properly exercising their appraisal rights in accordance with Section 262 of the Delaware General Corporation Law) was converted into the right to receive \$6.15, net to the holder in cash without interest thereon and less any required withholding taxes.

As a result of the Merger, the Company has terminated the offering of the Company s securities pursuant to the Registration Statements. In accordance with an undertaking made by the Company in Part II of each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statements.

**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chicago, state of Illinois, on this fourth day of March, 2011.

**Playboy Enterprises, Inc.**

By: /s/ Howard Shapiro

Name: Howard Shapiro

Title: Executive Vice President, Law and  
Administration, General Counsel and  
Secretary