

ADC TELECOMMUNICATIONS INC  
Form S-8 POS  
November 29, 2010

As filed with the Securities and Exchange Commission on November 29, 2010

Registration No. 333-40354

**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  
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/PAIRGAIN 1993 STOCK OPTION PLAN  
ADC/PAIRGAIN 1996 STOCK OPTION PLAN  
ADC/PAIRGAIN DIRECTORS STOCK OPTION PLAN**  
(Full title of the plan)

**Jeffrey D. Pflaum**  
**Vice President, General Counsel 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   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-40354) (the Registration Statement ) of ADC Telecommunications, Inc. (the Company ), which was filed with the U.S. Securities and Exchange Commission on June 28, 2000. The Registration Statement registered 4,350,000 shares of the Company s common stock, par value \$0.20 per share (the Securities ), to be offered or sold pursuant to the Company s ADC/PairGain 1993 Stock Option Plan, the ADC/PairGain 1996 Stock Option Plan and the ADC/PairGain Directors Stock Option Plan. The Company has terminated its offering of Securities pursuant to the Registration Statement, and, in accordance with the undertaking in Part II of the Registration Statement (pursuant to Item 512(a)(3) of Regulation S-K), is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all Securities 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. 1 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 29th day of November, 2010.

ADC TELECOMMUNICATIONS, INC.

By: /s/ James G. Mathews  
James G. Mathews  
Vice President and Chief Financial  
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the indicated capacities on November 29, 2010.

<b>Signature</b>	<b>Title</b>
*	Chairman, President and Chief Executive Officer
Robert E. Switz	(principal executive officer)
/s/ James G. Mathews	Vice President and Chief Financial Officer
James G. Mathews	(principal financial officer)
*	Vice President and Controller
Steven G. Nemitz	(principal accounting officer)
*	Independent Lead Director
William R. Spivey, PhD	
*	Director
John J. Boyle, III	
*	Director
Mickey P. Foret	
*	Director
Lois M. Martin	
*	Director

Krish A. Prabhu, Ph.D.

\* Director

John E. Rehfeld

\* Director

David A. Roberts

\* Director

Larry W. Wangberg

\* Director

John D. Wunsch

\* By: /s/ James G. Mathews  
James G. Mathews  
Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Power of Attorney