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APPLIED GRAPHICS TECHNOLOGIES INC
Form S-8 POS
October 10, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 10, 2003
REGISTRATION NO. 333-76073

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

APPLIED GRAPHICS TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

| | |
|---|--|
| DELAWARE (State or other jurisdiction of incorporation or organization) | 13-3864004 (I.R.S. Employer Identification Number) |
|---|--|

| | |
|---|---------------------|
| 450 WEST 33RD STREET NEW YORK, NEW YORK (Address of Principal Executive Offices) | 10001 (Zip Code) |
|---|---------------------|

APPLIED GRAPHICS TECHNOLOGIES, INC. 1998
INCENTIVE COMPENSATION PLAN, AS AMENDED
(Full title of the plan)

MARTIN D. KRALL, ESQ.
EXECUTIVE VICE PRESIDENT AND CHIEF LEGAL OFFICER
APPLIED GRAPHICS TECHNOLOGIES, INC.
450 WEST 33RD STREET
NEW YORK, NEW YORK 10001
(Name and address of agent for service)

(212) 716-6600
(Telephone number, including area code, of agent for service)

Applied Graphics Technologies, Inc., a Delaware corporation (the "Registrant"), filed this Registration Statement No. 333-76073 to register shares of common stock, par value \$.01 per share (the "Securities"), of the Registrant for issuance pursuant to the Applied Graphics Technologies, Inc. 1998 Incentive Compensation Plan, as amended.

On October 10, 2003, the Registrant became a wholly-owned subsidiary of KAGT Holdings, Inc. following a merger. As a result of the merger, it is anticipated that the Registrant's Securities will no longer be registered under the Securities Exchange Act of 1934, as amended. Accordingly, the Registrant is removing the Securities from registration under the Securities Act of 1933, as amended.

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SIGNATURES AND POWERS OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the Registrant

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has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on October 10, 2003.

APPLIED GRAPHICS TECHNOLOGIES, INC.

By: /s/ Joseph Vecchiolla

 Joseph Vecchiolla
 President and Chief Operating Officer

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Joseph Vecchiolla as his true and lawful attorney-in-fact and agent, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent, acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | |
|---|--|--------|
| /s/ JOSEPH VECCHIOLLA ----- Joseph Vecchiolla | President and Chief Operating Officer (Principal Executive Officer) | Octobe |
| /s/ NAT BUONFIGLIO ----- Nat Buonfiglio | Senior Vice President, Chief inancial Officer and Treasurer FPrincipal Financial Officer and (Principal Accounting Officer) | Octobe |
| /s/ SAMUEL P. FRIEDER ----- Samuel P. Frieder | Director | Octobe |
| /s/ JAMES A. KOHLBERG ----- James A. Kohlberg | Director | Octobe |
| /s/ CHRISTOPHER LACOVARA ----- Christopher Lacovara | Director | Octobe |
| /s/ GORDON WOODWARD ----- Gordon Woodward | Director | Octobe |

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