

CLARCOR INC  
Form S-8 POS  
December 12, 2011

As filed with the Securities and Exchange Commission on December 12, 2011

Registration No. 333-116466

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8 REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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CLARCOR Inc.  
(Exact Name of Registrant as Specified in its Charter)

Delaware                                  36-0922490  
(State or Other Jurisdiction of                  (I.R.S. Employer  
Incorporation or Organization)                  Identification Number)

840 Crescent Centre Drive, Suite 600  
Franklin, Tennessee 37067  
615-771-3100  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

CLARCOR 401(k) Plan  
(Full Title of the Plan)

Richard M. Wolfson  
Vice President, General Counsel and Secretary  
CLARCOR Inc.  
840 Crescent Centre Drive, Suite 600  
Nashville, Tennessee 37067  
615-771-3100  
(Name, Address, Including Zip Code, and Telephone Number  
Including Area Code, of Agent For Service)

Copies to:

J. Page Davidson  
Bass, Berry & Sims PLC  
150 Third Avenue South, Suite 2800  
Nashville, Tennessee 37201  
(615) 742-6200

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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 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  Smaller reporting company   
(Do not check if a smaller reporting company)

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8 REGISTRATION STATEMENT  
(REGISTRATION NO. 333-116466)  
CLARCOR INC.

Deregistration of Securities

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Registration No. 333-116466) (the “Registration Statement”) is being filed to deregister certain shares of Common Stock, \$1.00 par value per share (the “Shares”), of CLARCOR Inc. (the “Company”) that were registered for issuance pursuant to the CLARCOR 401(k) Plan (the “Plan”). The Registration Statement registered 300,000 Shares pursuant to the Plan.

In accordance with the undertaking made by the Company in the Registration Statement to remove from registration by means of a post-effective amendment any of the Shares registered under the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration the Shares registered but unsold under the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the removal from registration of such Shares.

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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 No. 1 to Form S-8 Registration Statement (Registration No. 333-116466) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on December 12, 2011.

CLARCOR Inc.

By: /s/ Norman E. Johnson  
Norman E. Johnson  
Chairman of the Board & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Registration No. 333-116466) has been signed by the following persons in the capacities and on the dates indicated.

Date: December 12, 2011      By: /s/ NORMAN E. JOHNSON  
Norman E. Johnson  
Chairman of the Board &  
Chief Executive Officer and Director

Date: December 12, 2011      By: /s/ CHRISTOPHER L. CONWAY  
Christopher L. Conway  
President & Chief Operating Officer

Date: December 12, 2011      By: /s/ DAVID J. FALLON  
David J. Fallon  
Chief Financial Officer &  
Chief Accounting Officer

Date: December 12, 2011      By: /s/ J. MARC ADAM  
J. Marc Adam  
Director

Date: December 12, 2011      By: /s/ JAMES W. BRADFORD, JR.  
James W. Bradford, Jr.  
Director

Date: December 12, 2011      By: /s/ ROBERT J. BURGSTHALER  
Robert J. Burgstahler  
Director

Date: December 12, 2011      By: /s/ PAUL DONOVAN  
Paul Donovan  
Director

Date: December 12, 2011      By: /s/ MARK A. EMKES

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Mark A. Emkes  
Director

Date: December 12, 2011      By:    /s/ ROBERT H. JENKINS  
Robert H. Jenkins  
Director

Date: December 12, 2011      By:    /s/ PHILIP R. LOCHNER, JR.  
Philip R. Lochner, Jr.  
Director

Date: December 12, 2011      By:    /s/ JAMES L. PACKARD  
James L. Packard  
Director