

TOTAL SYSTEM SERVICES INC

Form POS AM

November 24, 2008

As filed with the Securities and Exchange Commission on November 24, 2008

Registration No. 333-50351

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**Total System Services, Inc.**

(Exact name of each registrant as specified in its charter)

**Georgia**

(State or other jurisdiction  
of incorporation or organization)

**58-1493818**

(I.R.S. employer identification number)

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**One TSYS Way**

**Columbus, Georgia 31901**

**(706) 649-2310**

(Address, including zip code, and telephone number,

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including area code, of each registrant's principal executive offices)

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**Kathleen Moates**

**Senior Deputy General Counsel**

**Total System Services, Inc.**

**One TSYS Way**

**Columbus, Georgia 31901**

**(706) 649-2310**

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

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*Copy to:*

**C. William Baxley**

**King & Spalding LLP**

**1180 Peachtree Street**

**Atlanta, Georgia 30309**

**(404) 572-4600**

**Approximate date of commencement of proposed sale to the public:** Not Applicable.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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### DEREGISTRATION OF SECURITIES

Total System Services, Inc. (the "Company") filed a Registration Statement on Form S-3 (File No. 333-50351) (the "Registration Statement") with the Securities and Exchange Commission on April 17, 1998, registering 2,000,000 shares of the Company's common stock, par value \$0.10 per share, (the "Shares") to be sold from time to time pursuant to the Total System Services, Inc. Dividend Reinvestment and Direct Stock Purchase Plan, a dividend reinvestment and direct stock purchase plan.

The offering contemplated by the Registration Statement has terminated. In accordance with the undertaking contained in Part II, Item 17(a)(3) of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 1 to terminate the effectiveness of the Registration Statement and to remove from registration all of the Shares which remain unsold under the Registration Statement as of the date hereof.

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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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Columbus, state of Georgia, on the 24th day of November 2008.

TOTAL SYSTEM SERVICES, INC.

By: /s/Philip W. Tomlinson

Principal Executive Officer and  
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-50351 has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Philip W. Tomlinson Philip W. Tomlinson	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	November 24, 2008
*		November 24, 2008
M. Troy Woods	President and Director	
*		November 24, 2008
James B. Lipham		
	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
/s/ Dorenda K. Weaver Dorenda K. Weaver	Chief Accounting Officer (Principal Accounting Officer)	November 24, 2008
Richard E. Anthony	Director	November __, 2008
*		November 24, 2008
James H. Blanchard		
	Director	



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*		November 24, 2008
Richard Y. Bradley	Director	
		November __, 2008
Kriss Cloninger III	Director	
		November __, 2008
Walter W. Driver, Jr.	Director	
		November 24, 2008
*		November 24, 2008
Gardiner W. Garrard, Jr.	Director	
		November __, 2008
Sidney E. Harris	Director	
		November __, 2008
Alfred W. Jones III	Director	
		November 24, 2008
*		November 24, 2008
Mason H. Lampton	Director	
		November 24, 2008
*		November 24, 2008
W. Walter Miller, Jr.	Director	
		November 24, 2008
*		November 24, 2008
H. Lynn Page	Director	
		November __, 2008
John T. Turner	Director	

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\*  
Richard W. Ussery Director November 24, 2008

\*  
James D. Yancey Director November 24, 2008

Rebecca K. Yarbrough Director November \_\_, 2008

\*By: /s/ Philip W. Tomlinson  
Philip W. Tomlinson  
Attorney-in-fact

Date: November 24, 2008