MONSTER WORLDWIDE, INC.
Form POS AM
November 01, 2016

**As filed with the Securities and Exchange Commission on November 1, 2016**

**Registration No. 333-124134**

**Registration No. 333-119631**

**Registration No. 333-116004**

**Registration No. 333-115007**

**Registration No. 333-71062**

**Registration No. 333-96101**

**Registration No. 333-88193**

**Registration No. 333-83131**

**Registration No. 333-75031**

**Registration No. 333-70795**

**Registration No. 333-63499**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

POST-EFFECTIVE AMENDMENT

**No. 2 to Form S-3 Registration Statement No. 333-124134**

**No. 1 to Form S-3 Registration Statement No. 333-119631**

**No. 2 to Form S-3 Registration Statement No. 333-116004**

**No. 2 to Form S-3 Registration Statement No. 333-115007**

**No. 1 to Form S-3 Registration Statement No. 333-71062**

**No. 2 to Form S-3 Registration Statement No. 333-96101**

**No. 1 to Form S-3 Registration Statement No. 333-88193**

**No. 1 to Form S-3 Registration Statement No. 333-83131**

**No. 2 to Form S-3 Registration Statement No. 333-75031**

**No. 2 to Form S-3 Registration Statement No. 333-70795**

**No. 3 to Form S-3 Registration Statement No. 333-63499**

***UNDER***

***THE SECURITIES ACT OF 1933***

**MONSTER WORLDWIDE, INC.**

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

| **Delaware** | **13-3906555** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

**133 Boston Post Road, Building 15**

**Weston, Massachusetts 02493**

**(Address of principal executive offices including zip code)**

**Linda Galipeau**

**President**

**133 Boston Post Road, Building 15**

**Weston, Massachusetts 02493**

**(Name and address of agent for service)**

**(978) 461-8000**

**(Telephone number, including area code, of agent for service)**

**Approximate date of commencement of proposed sale to the public:** These Post-Effective Amendments deregisters those securities that remain unsold hereunder as of the effective date hereof.

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, 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 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 UNSOLD SECURITIES**

These post-effective amendments (each, a Post Effective Amendment and, collectively, the Post Effective Amendments ) relate to the following Registration Statements on Form S-3 (each, a Registration Statement and, collectively, the Registration Statements ) filed by Monster Worldwide, Inc. or TMP Worldwide Inc. (n/k/a Monster Worldwide, Inc.) (the Company ) with the Securities and Exchange Commission (the SEC ):

File No. 333-124134 registering 33,302 shares of common stock, $0.001 par value per share, of the Company ( Common Stock );

File No. 333-119631 registering 113,854 shares of Common Stock;

File No. 333-116004 registering 999,963 shares of Common Stock;

File No. 333-115007 registering 1,000,000 shares of Common Stock;

File No. 333-71062 registering 2,827,140 shares of Common Stock;

File No. 333-96101 registering 991,322 shares of Common Stock;

File No. 333-88193 registering 1,201,822 shares of Common Stock;

File No. 333-83131 registering 1,299,674 shares of Common Stock;

File No. 333-75031 registering 399,563 shares of Common Stock;

File No. 333-70795 registering 1,483,558 shares of Common Stock; and

File No. 333-63499 registering 1,853,868 shares of Common Stock.

On November 1, 2016, pursuant to an Agreement and Plan of Merger, dated as of August 8, 2016, by and among the Company, Randstad North America, Inc., a Delaware corporation ( Parent ), and Merlin Global Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of Parent ( Merger Sub ), Merger Sub merged with and into the Company, as a result of which the Company became a direct wholly-owned subsidiary of Parent (the Acquisition ).

As a result of the Acquisition, the Company has terminated all offerings of securities pursuant to the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment pursuant to Rule 478 under the Securities Act of 1933, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the

Company hereby removes from registration all of such securities registered but unsold under the Registration Statements as of the date hereof, if any. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned 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 the Post-Effective Amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Weston, State of Massachusetts, on November 1, 2016.

MONSTER WORLDWIDE, INC.

By: /s/ Linda Galipeau
Name: Linda Galipeau
Title: President

Note: No other person is required to sign the Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933.