

INVACARE CORP
Form S-8 POS
May 22, 2018

As filed with the Securities and Exchange Commission on May 22, 2018
Registration No. 333-161109

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

POST-EFFECTIVE AMENDMENT NO. 3 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INVACARE CORPORATION
(Exact name of Registrant as specified in its charter)

Ohio
(State or other Jurisdiction of
Incorporation or Organization)

95-2680965
(I.R.S. Employer
Identification Number)

One Invacare Way Elyria, Ohio 44035
(Address of Principal Executive Offices, including Zip Code)

INVACARE CORPORATION 2003 PERFORMANCE PLAN
(Full Title of the Plan)

Anthony C. LaPlaca
Senior Vice President and General Counsel
Invacare Corporation
One Invacare Way
Elyria, Ohio 44035
(440) 329-6000

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

Copy to:
Douglas A. Neary
Kristofer K. Spreen
Calfee, Halter & Griswold LLP
The Calfee Building
1405 East Sixth Street
Cleveland, Ohio 44114-1607
(216) 622-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "small reporting company" and "emerging growth 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 ☐
Emerging growth company ☐

If an emerging
growth company,
indicate by check
mark if the

registrant has
elected not to use
the extended
transition period for
complying with any
new or revised
financial accounting
standards provided
pursuant to Section
7(a)(2)(B) of the
Securities Act. o

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (“Post-Effective Amendment”) is filed in order to deregister certain common shares, without par value (“Common Shares”), issuable under the Invacare Corporation 2003 Performance Plan, as amended (the “2003 Plan”), which Common Shares were registered under a Registration Statement on Form S-8 (File No. 333-161109) filed by Invacare Corporation (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) and effective on August 6, 2009 (the “Prior Registration Statement”).

On May 23, 2013, the Registrant filed a Post-Effective Amendment No. 1 to the Prior Registration Statement for the purpose of deregistering 660,337 Common Shares that were previously available for awards under the 2003 Plan and that were carried forward for issuance under the Company’s 2013 Equity Compensation Plan, as amended (the “2013 Plan”). On December 21, 2016, the Registrant filed a Post-Effective Amendment No. 2 to the Prior Registration Statement for the purpose of deregistering 2,325,365 Common Shares that were forfeited or remained unpurchased or undistributed upon termination or expiration of awards under the 2003 Plan and that became available for issuance under the 2013 Plan.

At the Annual Meeting of Shareholders of the Registrant held on May 17, 2018, the Registrant’s shareholders approved the Invacare Corporation 2018 Equity Compensation Plan (the “2018 Plan”), which provides, among other things, that Common Shares available for awards under the 2013 Plan upon shareholder approval of the 2018 Plan, and any Common Shares covered by an award under the 2013 Plan or the 2003 Plan that are forfeited or remain unpurchased or undistributed upon termination or expiration of the award, shall become available for issuance under the 2018 Plan. As of May 17, 2018, there were 1,225,176 Common Shares that were forfeited or remained unpurchased or undistributed upon termination or expiration of awards under the 2003 Plan, that are now available for issuance under the 2018 Plan, of which 14,298 Common Shares were registered under the Prior Registration Statement (such shares, the “Carried Forward Shares”).

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to register for issuance under the 2018 Plan (1) the Carried Forward Shares and (2) 1,800,000 additional Common Shares. This Post-Effective Amendment is hereby filed to reflect that, following the date hereof, the Carried Forward Shares may not be issued under the 2003 Plan, and to deregister 14,298 Carried Forward Shares under the Prior Registration Statement, constituting all of the remaining Common Shares formerly registered under the Prior Registration Statement.

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. 3 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elyria, State of Ohio, on this 22nd day of May, 2018.

INVACARE
CORPORATION

By: /s/
Kathleen
P.
Leneghan
Kathleen
P.
Leneghan
Senior
Vice
President
and Chief
Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to Form S-8 Registration Statement has been signed below by the following persons in the capacities indicated as of May 22, 2018.

Signature	Title
/s/ Matthew E. Monaghan Matthew E. Monaghan	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Kathleen P. Leneghan Kathleen P. Leneghan	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Susan H. Alexander Susan H. Alexander	Director
/s/ Barbara W. Bodem Barbara W. Bodem	Director
/s/ Marc M. Gibeley Marc M. Gibeley	Director
/s/ C. Martin Harris, M.D. C. Martin Harris, M.D.	Director

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/s/ Clifford D. Nastas
Clifford D. Nastas Director

/s/ Baiju R. Shah Director
Baiju R. Shah

/s/ Petra Danielsohn-Weil Director
Petra Danielsohn-Weil