

PROCTER & GAMBLE Co
Form S-8 POS
November 13, 2015
Registration No. 333-111305

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

THE PROCTER & GAMBLE COMPANY
(Exact name of registrant as specified in its charter)

Ohio 31-0411980
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio
45202
(513) 983-1100
(Address, including zip code, and telephone
number, including area code, of registrant's principal
executive offices)

The Procter & Gamble U.K. Share Investment Scheme

Deborah P. Majoras, Secretary
The Procter & Gamble Company
One Procter & Gamble Plaza, Cincinnati, Ohio 45202
(513) 983-1100
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

Deregistration of Securities

On December 18, 2003, The Procter & Gamble Company (the "Company") filed a Registration Statement on Form S-8 (File No. 333-111305) registering 150,000 shares of the Company's common stock (without par value) (the "Common Stock") for issuance under The Procter & Gamble U.K. Share Investment Scheme. Shares registered under this S-8 are no longer issued to participants in The Procter & Gamble U.K. Share Investment Scheme. Accordingly, pursuant to the undertakings contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all remaining shares of Common Stock and plan participation interests registered but unsold or otherwise unissued under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on November 10, 2015. The following person is signing this Post-Effective Amendment on behalf of the registrant in reliance upon Rule 478 under the Securities Act.

THE PROCTER & GAMBLE COMPANY

By: /s/Deborah P. Majoras
Deborah P. Majoras
Secretary and Chief Legal Officer