

GLOBAL SOURCES LTD /BERMUDA
Form S-8 POS
August 28, 2017

As filed with the Securities and Exchange Commission on August 28, 2017

Registration No. 333-104426

Registration No. 333-59058

UNITED STATES

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

GLOBAL SOURCES LTD.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification No.)

Canon's Court

22 Victoria Street

Hamilton, HM 12, Bermuda

(441) 295-2244

(Address of Principal Executive Offices)

Global Sources Employee Equity

Compensation Plans Numbers I, II, III, IV, V, VI and VII

(Full title of the plan)

James J. Clark, Esq.

Stuart G. Downing, Esq.

Cahill Gordon & Reindel LLP

80 Pine Street

New York, New York 10005

(Name and address of agent for service)

(212) 701-3000

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

Copies to:

James J. Clark, Esq.

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Appleby (Bermuda) Limited

Cahill Gordon & Reindel LLP Canon's Court

80 Pine Street

22 Victoria Street

New York, New York 10005 PO Box HM 1179

(212) 701-3000

Hamilton HM EX, Bermuda

(441) 295-2244

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 SECURITIES

This Post-Effective Amendment relates to the following registration statements (the “Registration Statements”) of Global Sources Ltd. (the “Registrant”):

Registration statement file no. 333-104426 of the Registrant on Form S-8 pursuant to which the Registrant registered 2,177,577 common shares of par value \$.01 each authorized for issuance under the Global Sources Employee Equity Compensation Plans Numbers I, II, III, IV, V, VI and VII, which was filed with the Securities and Exchange Commission on April 10, 2003; and

Registration statement file no. 333-59058 of the Registrant on Form S-8 pursuant to which the Registrant registered 15,000 common shares of par value \$.01 each authorized for issuance under the Global Sources Employee Equity Compensation Plans Numbers I, II and III, which was filed with the Securities and Exchange Commission on April 17, 2001.

This Post-Effective Amendment is being filed to deregister all of the common shares of the Registrant previously registered under the Registration Statements and remaining available thereunder.

On May 23, 2017, the Registrant, Expo Holdings I Ltd (“Parent”), an exempted company with limited liability incorporated under the laws of the Cayman Islands, and Expo Holdings II Ltd. (“Amalgamation Sub”), an exempted company incorporated under the laws of Bermuda as a company limited by shares, entered into an Agreement and Plan of Amalgamation (as amended on May 25, 2017 and as may be further amended from time to time, the “Amalgamation Agreement”). On July 24, 2017, at a special general meeting of the Registrant, the shareholders of the Registrant voted in favor of, among others, the Amalgamation Agreement and the transactions contemplated thereby.

On August 28, 2017 (the “Effective Time”), pursuant to the Amalgamation Agreement, the Registrant and Amalgamation Sub were amalgamated (the “Amalgamation”) with the amalgamated company continuing as a Bermuda exempted company limited by shares and becoming a wholly-owned subsidiary of Parent.

In connection with the Amalgamation, the Registrant has terminated all offerings of its securities pursuant to the Registration Statements. The Registrant hereby removes from registration, by means of this Post-Effective Amendment, any and all of the securities registered under the Registration Statements which remain unsold as of the Effective Time.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Hong Kong Special Administrative Region of the People’s Republic of China on August 28, 2017.

GLOBAL SOURCES LTD.

By: /s/ Connie Lai
 Name: Connie Lai
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|--------------------|
| /s/ Merle A. Hinrich Merle A. Hinrich | Executive Chairman of the Board; Director (a principal executive officer) | August 28, 2017 |
| /s/ Craig Pepples Craig Pepples | Chief Executive Officer | August 28, 2017 |
| /s/ Connie Lai Connie Lai | Chief Financial Officer (principal financial officer and principal accounting officer) | August 28, 2017 |
| /s/ Sarah Benecke Sarah Benecke | Director | August 28, 2017 |
| | Director | |

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|---|--|--------------------|
| /s/ Eddie Heng Teng Hua Eddie Heng Teng Hua | | August 28, 2017 |
| /s/ David F. Jones David F. Jones | Director | August 28, 2017 |
| /s/ Funmibi Chima Funmibi Chima | Director | August 28, 2017 |
| /s/ Michael J. Scown Michael J. Scown | Director | August 28, 2017 |
| /s/ Brent Barnes Brent Barnes | Chief Operating Officer (authorized representative in the United States) | August 28, 2017 |