

MONSTER WORLDWIDE, INC.

Form S-8 POS

November 01, 2016

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

**Registration No. 333-201059**

**Registration No. 333-175606**

**Registration No. 333-160196**

**Registration No. 333-151430**

**Registration No. 333- 131899**

**Registration No. 333- 81843**

**Registration No. 333- 63631**

**Registration No. 333-50699**

**Registration No. 333-18937**

**Registration No. 333-17743**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-201059**

**Form S-8 Registration Statement No. 333-175606**

**Form S-8 Registration Statement No. 333-160196**

**Form S-8 Registration Statement No. 333-151430**

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**Form S-8 Registration Statement No. 333-131899**

**Form S-8 Registration Statement No. 333-81843**

**Form S-8 Registration Statement No. 333-63631**

**Form S-8 Registration Statement No. 333-50699**

**Form S-8 Registration Statement No. 333-18937**

**Form S-8 Registration Statement No. 333-17743**

*UNDER*

*THE SECURITIES ACT OF 1933*

**MONSTER WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>13-3906555</b> (I.R.S. Employer Identification No.)
<b>133 Boston Post Road, Building 15</b>	

**Weston, Massachusetts 02493**

(Address of principal executive offices including zip code)

**MONSTER WORLDWIDE, INC. AMENDED AND RESTATED 2008 EQUITY INCENTIVE PLAN**

**MONSTER WORLDWIDE, INC. 2008 EQUITY INCENTIVE PLAN**

**MONSTER WORLDWIDE, INC. 401(K) SAVINGS PLAN**

**TMP WORLDWIDE INC. (N/K/A MONSTER WORLDWIDE, INC.) 1999 LONG TERM INCENTIVE PLAN**

**TMP WORLDWIDE INC. (N/K/A MONSTER WORLDWIDE, INC.) 1996 STOCK OPTION PLAN**

**TMP WORLDWIDE INC. (N/K/A MONSTER WORLDWIDE, INC.) STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS**

**TMP WORLDWIDE INC. 401(K) SAVINGS PLAN**

**(Full title of the plan)**

**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)**

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



### DEREGISTRATION OF 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-8 (each, a Registration Statement and, together, the Registration Statements ) filed by Monster Worldwide, Inc. (the Company ) with the Securities and Exchange Commission (the SEC ):

File No. 333-201059 registering 3,000,000 shares of common stock, par value \$0.001 per share, of the Company ( Common Stock ) for issuance under the Monster Worldwide, Inc. Amended and Restated 2008 Equity Incentive Plan;

File No. 333-175606 registering 5,750,000 shares of Common Stock for issuance under the Monster Worldwide, Inc. 2008 Equity Incentive Plan (the 2008 Plan );

File No. 333-160196 registering 2,710,000 shares of Common Stock for issuance under the 2008 Plan;

File No. 333-151430 registering 15,768,665 shares of Common Stock for issuance under the 2008 Plan;

File No. 333-131899 registering 5,000,000 shares of Common Stock for issuance under the Monster Worldwide, Inc. 401(k) Savings Plan;

File No. 333-81843 registering 15,000,000 shares of Common Stock for issuance under the TMP Worldwide Inc. (n/k/a Monster Worldwide, Inc.) 1999 Long Term Incentive Plan;

File No. 333-63631 registering 1,200,000 shares of Common Stock for issuance under the TMP Worldwide Inc. (n/k/a Monster Worldwide, Inc.) 1996 Stock Option Plan (the 1996 Plan );

File No. 333-50699 registering 900,000 shares of Common Stock for issuance under the 1996 Plan;

File No. 333-18937 registering (i) 900,000 shares of Common Stock for issuance under the 1996 Plan and (ii) 180,000 shares of Common Stock for issuance under the TMP Worldwide Inc. (n/k/a Monster Worldwide, Inc.) Stock Option Plan for Non-Employee Directors; and

File No. 333-17743 registering 300,000 shares of Common Stock for issuance under the TMP Worldwide Inc. (n/k/a Monster Worldwide, Inc.) 401(k) Savings Plan.

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-8 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

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.