

AVON PRODUCTS INC  
Form S-8 POS  
May 26, 2016

As filed with the Securities and Exchange Commission on May 26, 2016  
Registration No. 333-124125  
Registration No. 333-174496

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

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Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-124125  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-174496

UNDER THE SECURITIES ACT OF 1933

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AVON PRODUCTS, INC.  
(Exact Name of Registrant as specified in its charter)

|  |                                      |
|--|--------------------------------------|
| New York   | 13-0544597                           |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

777 Third Avenue  
New York, NY 10017-1307  
(Address including zip code of Principal Executive Offices)

AVON PERSONAL SAVINGS ACCOUNT  
PLAN  
(Full title of the plan)

Jeff Benjamin, Esq.  
Senior Vice President, General  
Counsel and  
Chief Ethics & Compliance  
Officer  
777 Third Avenue  
New York, New York  
10017-1307

(212) 282-5000

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

Copy to:

Kevin C. Smith, Esq.  
Chadbourn & Parke LLP  
1301 Avenue of the Americas  
New York, New York 10019  
212-408-5100

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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  Smaller reporting company

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#### DEREGISTRATION OF SECURITIES

Avon Products, Inc. (the “Company”) is filing this Post-Effective Amendment No. 1 to Registration Statements on Form S-8 to deregister certain of the securities previously registered for issuance under the Avon Personal Savings Account Plan, as amended (the “Plan”), by the Company pursuant to Registration Statements on Form S-8 (Registration Nos. 333-124125 and 333-174496), filed with the Securities and Exchange Commission on April 18, 2005 and May 25, 2011, respectively (collectively, the “Registration Statements”). The Registration Statements, in aggregate, originally registered 21,000,000 shares of the Company’s common stock and associated plan interests for employees who elected to purchase shares of the Company’s common stock under the Plan. Effective as of January 1, 2015, the Company terminated the option to invest new contributions into the Avon Company Stock Fund and is therefore filing this Post-Effective Amendment No. 1 to deregister all shares of the Company’s common stock and associated plan interests, registered pursuant to the Registration Statements, that have not been issued under the Plan.

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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 No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 26th day of May, 2016.

AVON PRODUCTS, INC.

By: /s/ Jeff Benjamin

Name: Jeff Benjamin

Title: Senior Vice President, General Counsel  
and Chief Ethics & Compliance Officer

Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Avon Personal Savings Account Plan has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 26th day of May, 2016.

AVON PERSONAL SAVINGS ACCOUNT PLAN

By: /s/ Gina Fitzsimons

Name: Gina Fitzsimons

Title: Group Vice President, Human Resources - Compensation and Benefits and Global Functions

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Pursuant to the requirements of the 1933 Act, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                       | Title  | Date            |
|---|--|-----------------|
| /s/Sherilyn S. McCoy<br>SHERILYN S.<br>MCCOY    | Chief Executive Officer and Director<br>(Principal Executive Officer)  | May 26,<br>2016 |
| /s/James S. Scully<br>JAMES S. SCULLY           | Executive Vice President, Chief Operating Officer and Chief Financial Officer<br>(Principal Financial Officer) | May 26,<br>2016 |
| /s/ Robert Loughran<br>ROBERT<br>LOUGHRAN       | Group Vice President and Chief Accounting Officer (Principal Accounting<br>Officer)                            | May 26,<br>2016 |
| /s/ W. Don Cornwell<br>W. DON CORNWELL          | Director   | May 26,<br>2016 |
| /s/ Chan W. Galbato<br>CHAN W. GALBATO          | Director   | May 26,<br>2016 |
| /s/ Nancy Killefer<br>NANCY KILLEFER            | Director   | May 26,<br>2016 |
| /s/ Susan J. Kropf<br>SUSAN J. KROPF            | Director   | May 26,<br>2016 |
| /s/ Steven F. Mayer<br>STEVEN F. MAYER          | Director   | May 26,<br>2016 |
| /s/ Helen McCluskey<br>HELEN<br>MCCLUSKEY       | Director   | May 26,<br>2016 |
| /s/ Charles H. Noski<br>CHARLES H. NOSKI        | Director   | May 26,<br>2016 |
| /s/ Michael F. Sanford<br>MICHAEL F.<br>SANFORD | Director   | May 26,<br>2016 |