

INVACARE CORP
Form S-8 POS
December 21, 2016

As filed with the Securities and Exchange Commission on December 21, 2016
Registration No. 333-161109

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

POST-EFFECTIVE AMENDMENT NO. 2 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, General Counsel and Secretary
Invacare Corporation
One Invacare Way
Elyria, Ohio 44035
(440) 329-6000

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

(Name, address 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 "small reporting
company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 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”).

At the Annual Meeting of Shareholders of the Registrant held on May 16, 2013, the Registrant’s shareholders approved the Invacare Corporation 2013 Equity Compensation Plan (the “2013 Plan”), which provides, among other things, that any Common Shares that were available for issuance under the 2003 Plan upon expiration of the 2003 Plan, and any Common Shares covered by an award under 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 2013 Plan.

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 available for awards under the 2003 Plan upon expiration of the 2003 Plan, and that were carried forward for issuance under the 2013 Plan. Since the filing of the Post-Effective Amendment No. 1 and as of December 1, 2016, there were 2,325,365 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 2013 Plan (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 2013 Plan the Carried Forward 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 the Carried Forward Shares 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. 2 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 21st day of December, 2016.

INVACARE
CORPORATION

By: /s/
Matthew
E.
Monaghan
Matthew
E.
Monaghan
Chairman,
President
and Chief
Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement has been signed below by the following persons in the capacities indicated as of December 21, 2016.

Signature	Title
/s/ Matthew E. Monaghan Matthew E. Monaghan	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Robert K. Gudbranson Robert K. Gudbranson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Susan H. Alexander Susan H. Alexander	Director
/s/ Michael F. Delaney Michael F. Delaney	Director
/s/ Marc M. Gibeley Marc M. Gibeley	Director
/s/ C. Martin Harris, M.D. C. Martin Harris, M.D.	Director
/s/ Dale C. LaPorte Dale C. LaPorte	Director

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/s/ Michael J. Merriman
Michael J. Merriman Director

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

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