

STEELCASE INC
Form S-8 POS
December 22, 2006

As filed with the Securities and Exchange Commission on December 22, 2006.

Registration No. 333-84251

**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**

STEELCASE INC.

(Exact name of registrant as specified in its charter)

Michigan

38-0819050

(State or other jurisdiction of incorporation
or organization)

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

901 44th Street

Grand Rapids, Michigan 49508

(Address of Principal Executive Offices) (Zip Code)

STEELCASE INC. RETIREMENT PLAN

(Full title of the plan)

Jon D. Botsford, Esq.

Senior Vice President, Secretary and Chief Legal Officer

901 44th Street

Grand Rapids, Michigan 49508

(Name and address of agent for service)

(616) 246-9600

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

WITH COPY TO:

Brian W. Duwe, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

333 W. Wacker Drive, Suite 2100

Chicago, Illinois 60606

(312) 407-0700

EXPLANATORY NOTE

Steelcase Inc. (the Company) filed a Registration Statement on Form S-8, File No. 333-84251, with the Securities and Exchange Commission on August 2, 1999 (the Original Form S-8) and Post-Effective Amendment No. 1 to the Form S-8 (Amendment No. 1 and, together with the Original Form S-8, the Form S-8) on March 29, 2004. The Form S-8 covered 2,000,000 shares of the Company s Class A Common Stock to be offered and sold through the Steelcase Inc. Retirement Plan (formerly known as the Steelcase Inc. 401(k) Retirement Plan) (the Plan) and an indeterminate amount of interests to be offered or sold pursuant to the Plan, as well as any additional shares of Class A Common Stock which become available for grant under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Class A Common Stock. Effective as of February 28, 2006, the Company discontinued the Steelcase Inc. stock fund investment option under the Plan. Accordingly, the Company is filing this Post-Effective Amendment No. 2 to deregister all shares of the Company s Class A Common Stock previously registered on the Form S-8 that were unsold as of February 28, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Steelcase Inc. certifies that it has reasonable ground to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grand Rapids, State of Michigan, on December 14, 2006.

STEELCASE INC.

By: /s/ James P. Hackett

Name:

James P. Hackett

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated on this 14th day of December, 2006.

| Signature | Title |
|--|---|
| /s/ James P. Hackett James P. Hackett | President, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ David C. Sylvester David C. Sylvester | Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ William P. Crawford William P. Crawford | Director |
| /s/ Earl D. Holton Earl D. Holton | Director |
| /s/ Michael J. Jandernoa Michael J. Jandernoa | Director |

| Signature | Title |
|--|--------------|
| /s/ David W. Joos David W. Joos | Director |
| /s/ Elizabeth Valk Long Elizabeth Valk Long | Director |
| /s/ Robert C. Pew III Robert C. Pew III | Director |
| /s/ Cathy D. Ross Cathy D. Ross | Director |
| /s/ Peter M. Wege II Peter M. Wege II | Director |
| /s/ P. Craig Welch, Jr. P. Craig Welch, Jr. | Director |
| /s/ Kate Pew Wolters Kate Pew Wolters | Director |

Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grand Rapids, State of Michigan on this 14th day of December, 2006.

STEELCASE INC. RETIREMENT PLAN

By: /s/ Nancy W. Hickey
Name: Nancy W. Hickey
Title: Senior Vice President,
Chief Administrative Officer