

ALIGN TECHNOLOGY INC  
Form S-8 POS  
July 24, 2012

As filed with the Securities and Exchange Commission on July 24, 2012  
Registration No. 333-161054

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

ALIGN TECHNOLOGY, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)  
2560 Orchard Parkway  
San Jose, CA 95131  
(Address of Principal Executive Offices)

94-3267295  
(I.R.S. Employer  
Identification No.)

Employee Stock Purchase Plan  
(Full Titles of the Plans)

Kenneth B. Arola  
Chief Financial Officer  
Align Technology, Inc.  
2560 Orchard Parkway  
San Jose, CA 95131  
(408) 470-1000  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Chris Fennell, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304-1050  
(650) 493-9300

Roger E. George  
Vice President, Corporate and Legal  
Affairs and General Counsel  
Align Technology, Inc.  
2560 Orchard Parkway  
San Jose, CA 95131  
(408) 470-1000

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting

company” in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Explanatory Note

Align Technology, Inc., a Delaware corporation (the “Company”) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 5, 2009 (Registration No. 333-161054) (the “Registration Statement”). The Registration Statement registered 3,000,000 shares of the Company's common stock (the “Shares”) for issuance, offer or sale pursuant to the Company's 2001 Employee Stock Purchase Plan (the “2001 ESPP”).

In May 2010, the stockholders of the Company approved the 2010 Employee Stock Purchase Plan which replaced the 2001 ESPP. No further Shares will be issued under the 2001 ESPP. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, the Company hereby amends the Registration Statement by deregistering all Shares that were registered but unsold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Registration Statement No.1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 24th day of July, 2012.

ALIGN TECHNOLOGY, INC.

By: /s/ Thomas M. Prescott

Thomas M. Prescott  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

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SIGNATURE	TITLE	DATE
/s/ Thomas M. Prescott Thomas M. Prescott	President and Chief Executive Officer (Principal Executive Officer)	July 24, 2012
* David E. Collins	Director	July 24, 2012
* Joseph Lacob	Director	July 24, 2012
* C. Raymond Larkin	Director	July 24, 2012
George J. Morrow	Director	
David C. Nagel	Director	
* Greg J. Santora	Director	July 24, 2012
* Warren S. Thaler	Director	July 24, 2012
*By: /s/ Thomas M. Prescott Thomas M. Prescott as Attorney-in-fact		July 24, 2012