

VITAL IMAGES INC
Form S-8 POS
June 16, 2011

As filed with the Securities and Exchange Commission on June 16, 2011

Registration No. 333-152287

**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**

Vital Images, Inc.

(Exact name of issuer as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

42-1321776
(I.R.S. Employer Identification No.)

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5850 Opus Parkway, Suite 300, Minnetonka,
Minnesota
(Address of principal executive offices)

55343-4414
(Zip Code)

Vital Images, Inc. 2006 Long-Term Incentive Plan

1997 Employee Stock Purchase Plan

(Full title of the plan)

Michael H. Carrel
President and Chief Executive Officer
Vital Images, Inc.
5850 Opus Parkway, Suite 300
Minnetonka, Minnesota 55343-4414
(952) 487-9500

(Name, address, and telephone number of person authorized to receive notices
and communications on behalf of the person(s) filing statement)

Copies To:

W. Morgan Burns
Jonathan L.H. Nygren

Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
(612) 766-7000

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. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

DEREGISTRATION OF SECURITIES

In accordance with the undertaking of Vital Images, Inc. (the Company) set forth in its Registration Statement on Form S-8 (File No. 333-152287) (the Registration Statement) relating to a total of 1,600,000 shares of Common Stock, par value \$0.01 per share, issuable under its 2006 Long-Term Incentive Plan (the 2006 Plan) and to a total of 150,000 shares of Common Stock, par value \$0.01 per share, issuable under its 1997 Employee Stock Purchase Plan (1997 Plan) filed with the Securities and Exchange Commission (the SEC) on July 11, 2008, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister any shares of Common Stock of the Company registered under the Registration Statement that have not been issued or sold. The 2006 Plan and the 1997 Plan have been terminated and each option issued thereunder has been cancelled. The Company is delisting its Common Stock from The Nasdaq Global Select Market and deregistering its Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), through the filing of a Form 25 with the SEC on June 16, 2011 and a Form 15 thereafter. Because the Company will no longer be filing reports pursuant to the Exchange Act, the Company is deregistering the remaining shares of Common Stock that may be issued pursuant to the 2006 Plan and the 1997 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, 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 Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota on June 16, 2011.

VITAL IMAGES, INC.

By:

/s/ Michael H. Carrel
Michael H. Carrel
President and Chief Executive Officer