

EnergySolutions, Inc.  
Form S-8 POS  
May 24, 2013

As filed with the Securities and Exchange Commission on May 24, 2013

**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. 333-147404**

**REGISTRATION STATEMENT NO. 333-182773**

**Under the**

**Securities Act of 1933**

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**EnergySolutions, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0653027**  
(I.R.S. Employer  
Identification No.)

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**423 West 300 South, Suite 200**

**Salt Lake City, Utah 84101**

**Telephone: (801) 649-2000**

(Address of Principal Executive Offices,  
including Zip Code)

**EnergySolutions, Inc. 2007 Equity Incentive Plan**

**EnergySolutions, LLC 401(k) Profit Sharing Plan**

(Full title of the plans)

**David J. Lockwood**

**President and Chief Executive Officer**

**423 West 300 South, Suite 200**

**Salt Lake City, Utah 84101**

**(801) 649-2000**

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

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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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION**

These Post-Effective Amendments relate to the following registration statements on Form S-8 previously filed by EnergySolutions, Inc. (the Company) with the Securities and Exchange Commission (the Registration Statements): (1) Registration Statement No. 333-147404 filed on November 15, 2007, pertaining to the offering by the Company of up to 10,440,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), under the EnergySolutions, Inc. 2007 Equity Incentive Plan, and (2) Registration Statement No. 333-182773 filed on July 20, 2012, pertaining to the offering by the Company of up to 2,000,000 shares of Common Stock under the EnergySolutions, LLC 401(k) Profit Sharing Plan.

On May 24, 2013, pursuant to the Agreement and Plan of Merger, dated as of January 7, 2013, as amended on April 5, 2013 (the Merger Agreement), by and among Rockwell Holdco, Inc., a Delaware corporation (Parent), Rockwell Acquisition Corp., a Delaware corporation (Merger Sub), and the Company, Merger Sub merged with and into the Company with the Company surviving as a wholly owned subsidiary of Parent.

In connection with the transactions contemplated by the Merger Agreement, the offering of the Company's securities pursuant to the Registration Statements has been terminated as of the date hereof. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offering subject to the Registration Statements, the Company hereby removes from registration all securities registered under the Registration Statements that remain unsold as of the date hereof.

**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 these Post-Effective Amendments No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake City, State of Utah, on May 24, 2013.

**EnergySolutions, Inc.**

/s/ David J. Lockwood  
 David J. Lockwood  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments No. 1 to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

| Name   | Title   | Date         |
|--|---|--------------|
| /s/ STEVEN R. ROGEL<br>STEVEN R. ROGEL               | Chairman of the Board of Directors  | May 24, 2013 |
| /s/ DAVID J. LOCKWOOD<br>DAVID J. LOCKWOOD           | President, Chief Executive Officer and Director<br>(Principal Executive Officer)  | May 24, 2013 |
| /s/ GREGORY S. WOOD<br>GREGORY S. WOOD               | Executive Vice President and Chief Financial<br>Officer (Principal Financial Officer and Principal<br>Accounting Officer) | May 24, 2013 |
| /s/ J. BARNIE BEASLEY, JR.<br>J. BARNIE BEASLEY, JR. | Director  | May 24, 2013 |
| /s/ PASCAL COLOMBANI<br>PASCAL COLOMBANI             | Director  | May 24, 2013 |
| /s/ JEAN I. EVEREST, II<br>JEAN I. EVEREST, II       | Director  | May 24, 2013 |
| /s/ CLARE SPOTTISWOODE<br>CLARE SPOTTISWOODE         | Director  | May 24, 2013 |
| /s/ ROBERT A. WHITMAN<br>ROBERT A. WHITMAN           | Director  | May 24, 2013 |
| /s/ DAVID B. WINDER<br>DAVID B. WINDER               | Director  | May 24, 2013 |