

ONEOK INC /NEW/  
Form S-8 POS  
January 09, 2019

As filed with the Securities and Exchange Commission on January 9, 2019

Registration No. 333-121769

**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**

**ONEOK, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**73-1520922**  
**(I.R.S. Employer**  
**Identification No.)**

**100 West Fifth Street**

**Tulsa, Oklahoma 74103**

**(918) 588-7000**

**(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)**

**ONEOK, Inc. Profit Sharing Plan**

**(Full title of the plan)**

**Stephen B. Allen**

**Senior Vice President, General Counsel and Assistant Secretary**

**100 West Fifth Street**

**Tulsa, Oklahoma 74173**

**(918) 588-7000**

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

*Copies to:*

**Jordan B. Edwards  
GABLEGOTWALS  
100 West Fifth Street, Suite 1100  
Tulsa, Oklahoma 74103  
(918) 595-4800**

**Eric Grimshaw  
Vice President, Associate General Counsel  
and Secretary  
100 West Fifth Street  
Tulsa, Oklahoma 74103  
(918) 588-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

ONEOK, Inc. (the Registrant ), is filing this Post-Effective Amendment No. 2 (the Post-Effective Amendment ) to Registration Statement on Form S-8 to deregister certain securities previously registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission ( SEC ) on December 30, 2004, as amended by Post-Effective Amendment No.1 to Form S-8 filed with the SEC on June 21, 2006 (SEC File No. 333-121769) (the Registration Statement ) with respect to 1,000,000 shares of the Registrant s Common Stock, par value \$0.01 per share (the Shares ) and an indeterminate amount of interests to be offered or sold pursuant to the ONEOK, Inc. Profit Sharing Plan (the Profit Sharing Plan ).

The separate existence of the Profit Sharing Plan ceased as a result of the merger of the Profit Sharing Plan into the ONEOK, Inc. 401(k) Plan (the Plan Merger ). As a result of the Plan Merger, all offerings of the Registrant s Shares pursuant to the Registration Statement have terminated. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any Shares which remain unsold at the termination of the offering, the Registrant hereby removes from registration all Shares registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment and terminates the effectiveness of the Registration Statement.

**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 this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Tulsa, State of Oklahoma, on January 9, 2019.

ONEOK, INC.

By: / s / WALTER S. HULSE

Name: Walter S. Hulse

Title: Chief Financial Officer, Executive  
Vice President, Strategic and Corporate  
Affairs

Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the above-referenced Registration Statement.