

Steel Excel Inc.

Form S-8 POS

March 11, 2016

**As filed with the Securities and Exchange Commission on March 10, 2016**

Registration Statement No. 333-137397

Registration Statement No. 333-120316

Registration Statement No. 333-119271

Registration Statement No. 333-118090

Registration Statement No. 333-104685

Registration Statement No. 333-95673

Registration Statement No. 333-92173

Registration Statement No. 333-77321

Registration Statement No. 333-69116

Registration Statement No. 333-66151

Registration Statement No. 333-58183

Registration Statement No. 333-52512

Registration Statement No. 333-34358

Registration Statement No. 333-14241

Registration Statement No. 333-12095

Registration Statement No. 333-02889

Registration Statement No. 333-00779

Registration Statement No. 33-43591

**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.  
333-137397**

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**Form S-8  
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333-92173  
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333-77321  
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333-69116  
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Amendment  
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333-66151  
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Amendment  
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333-58183  
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333-52512  
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Amendment  
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No.  
333-34358  
Post-Effective  
Amendment  
No. 3 to  
Form S-8  
Registration  
Statement  
No.  
333-14241  
Post-Effective  
Amendment  
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333-12095  
Post-Effective  
Amendment  
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No.  
333-02889  
Post-Effective  
Amendment  
No. 3 to  
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Statement  
No.  
333-00779  
Post-Effective  
Amendment  
No. 2 to  
Form S-8  
Registration  
Statement  
No. 33-43591

**UNDER**

**THE SECURITIES ACT OF 1933**

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**STEEL EXCEL INC.**

(Exact name of Registrant as specified in its charter)





**Distributed  
Processing  
Technology  
Group Corp.  
Omnibus  
Stock Option  
Plan**

**Adaptec, Inc.  
1999 Stock  
Plan**

**Stargate  
Solutions, Inc.  
1999 Incentive  
Stock Plan**

**Ridge  
Technologies,  
Inc. 1997  
Stock Option  
Plan**

**Adaptec, Inc.  
2000 Director  
Plan**

**Adaptec, Inc.  
2000  
Non-Statutory  
Stock Option  
Plan**

**Wild File, Inc.  
1994 Stock  
Option Plan**

**Wild File, Inc.  
1999 Incentive  
Stock Option  
Plan**

**Adaptec, Inc.  
1990 Directors'  
Option Plan**

**Data Kinesis,  
Inc. 1996  
Stock  
Option/Stock  
Issuance Plan**

**Adaptec, Inc.  
1990 Stock  
Plan**

(Full title of the plans)

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**Leonard  
J. McGill**

**Vice  
President,  
General  
Counsel  
and  
Secretary**

**590  
Madison  
Avenue,  
32<sup>nd</sup> Floor**

**New York,  
New York  
10022**

(Name and address of  
agent for service)

**(212) 520-2300**

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

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*Copies to:*

**Andrew H.  
Pontious**

**Dudnick  
Detwiler  
Rivin &  
Stikker  
LLP**

**351  
California  
Street, 15<sup>th</sup>**



**Floor**

**San  
Francisco,  
California  
94104**

**(415)  
982-1400**

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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 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

Accelerated filer

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

Smaller reporting company

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## DEREGISTRATION OF SECURITIES

Steel Excel Inc. (the “*Company*”) is filing these Post-Effective Amendments to its Registration Statements on Form S-8 to withdraw and remove from registration the unissued and unsold shares of the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), if any, issuable by the Company pursuant to the above-identified plans, each as amended, previously registered by the Company pursuant to the following registration statements (the “*Registration Statements*”) (note that the share numbers listed below do not take into account corporate actions, such as stock splits, taken in the interim):

Registration Statement on Form S-8 (File No. 333-137397), registering 2,173,750 shares of Common Stock, filed with the Securities and Exchange Commission on September 18, 2006.

Registration Statement on Form S-8 (File No. 333-120316), registering 5,000,000 shares of Common Stock, filed with the Securities and Exchange Commission on November 9, 2004.

Registration Statement on Form S-8 (File No. 333-119271), registering 14,801,801 shares of Common Stock, filed with the Securities and Exchange Commission on September 24, 2004.

Registration Statement on Form S-8 (File No. 333-118090), registering 1,232,491 shares of Common Stock, filed with the Securities and Exchange Commission on August 10, 2004.

Registration Statement on Form S-8 (File No. 333-104685), registering 500,624 shares of Common Stock, filed with the Securities and Exchange Commission on April 23, 2003.

Registration Statement on Form S-8 (File No. 333-95673), registering 1,130,525 shares of Common Stock, filed with the Securities and Exchange Commission on January 28, 2000.

Registration Statement on Form S-8 (File No. 333-92173), registering 1,000,000 shares of Common Stock, filed with the Securities and Exchange Commission on December 6, 1999.

Registration Statement on Form S-8 (File No. 333-77321), registering 4,490,166 shares of Common Stock, filed with the Securities and Exchange Commission on April 29, 1999.

Registration Statement on Form S-8 (File No. 333-69116), registering 2,348,083 shares of Common Stock, filed with the Securities and Exchange Commission on September 7, 2001.

Registration Statement on Form S-8 (File No. 333-66151), registering 5,000,000 shares of Common Stock, filed with the Securities and Exchange Commission on October 26, 1998.

Registration Statement on Form S-8 (File No. 333-58183), registering 11,304,899 shares of Common Stock, filed with the Securities and Exchange Commission on June 30, 1998.

Registration Statement on Form S-8 (File No. 333-52512), registering 9,000,000 shares of Common Stock, filed with the Securities and Exchange Commission on December 12, 2000.

Registration Statement on Form S-8 (File No. 333-34358), registering 22,020 shares of Common Stock, filed with the Securities and Exchange Commission on April 7, 2000.

Registration Statement on Form S-8 (File No. 333-14241), registering 400,000 shares of Common Stock, filed with the Securities and Exchange Commission on October 19, 1996.

Registration Statement on Form S-8 (File No. 333-12095), registering 293,414 shares of Common Stock, filed with the Securities and Exchange Commission on September 16, 1996.

Registration Statement on Form S-8 (File No. 333-02889), registering 2,253,340 shares of Common Stock, filed with the Securities and Exchange Commission on April 26, 1996.

Registration Statement on Form S-8 (File No. 333-00779), registering 2,193,900 shares of Common Stock, filed with the Securities and Exchange Commission on February 7, 1996.

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Registration Statement on Form S-8 (File No. 33-43591), registering 2,800,000 shares of Common Stock, as filed with the Securities and Exchange Commission.

The Company was incorporated in California in 1981 under the name “Adaptec, Inc.” and reincorporated in Delaware in March 1998. The Company changed its name to “ADPT Corporation” in June 2010 and to “Steel Excel Inc.” in October 2011.

In accordance with an undertaking made by the Company in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all of its securities registered but unsold under the Registration Statements as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Steel Excel Inc. 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 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on March 10, 2016.

**STEEL EXCEL INC.**

By: /s/Jack L. Howard  
Jack L. Howard

Vice Chairman (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Post-Effective Amendments to the Registration Statement on Form S-8 have been signed on March 10, 2016 by the following persons in the capacities indicated.

**Signature**

**Title**

/s/Jack L. Howard  
Jack L. Howard

Vice Chairman (Principal Executive Officer)

/s/James F. McCabe, Jr.  
James F. McCabe, Jr.

Chief Financial Officer (Principal Accounting Officer)

/s/Warren G. Lichtenstein  
Warren G. Lichtenstein

Chairman of the Board

/s/John J. Quicke  
John J. Quicke

Director

/s/John Mutch  
John Mutch

Director

/s/Gary W. Ullman  
Gary W. Ullman

Director

/s/Robert J. Valentine      Director  
Robert J. Valentine