



(Address of Principal Executive Offices) (Zip Code)

HURCO COMPANIES, INC. 2008 EQUITY INCENTIVE PLAN

(Full title of the plan)

**Sonja K. McClelland**  
**Vice President, Secretary, Treasurer and Chief Financial Officer**  
**Hurco Companies, Inc.**  
**One Technology Way**  
**Indianapolis, Indiana 46268**

(Name and address of agent for service)

(317) 293-5309

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

*Copy to:*

**Christine G. Long**

**Faegre Baker Daniels LLP**

**600 East 96<sup>th</sup> Street, Suite 600**

**Indianapolis, Indiana 46240**

**(317) 569-9600**

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	<input checked="" type="checkbox"/>
Non-accelerated filer ..	Smaller Reporting Company ..	<input type="checkbox"/>

(Do not check if a smaller reporting company)



## EXPLANATORY NOTE

Hurco Companies, Inc. (the "Registrant") is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this "Post-Effective Amendment") to deregister certain securities issuable under the Hurco Companies, Inc. 2008 Equity Incentive Plan (the "2008 Plan"), which were originally registered by the Registrant on a Registration Statement on Form S-8 (File No. 333-149809) filed with the Securities and Exchange Commission (the "Commission") on March 19, 2008 (the "Prior Registration Statement").

The Registrant has since adopted a new equity incentive plan, the Hurco Companies, Inc. 2016 Equity Incentive Plan (the "2016 Plan"), which replaces the 2008 Plan. As of March 10, 2016, the date the Registrant's shareholders approved the 2016 Plan, no future awards may be made under the 2008 Plan. According to the terms of the 2016 Plan, the shares of the Registrant's Common Stock, no par value (the "Common Stock") that remained available for grant under the 2008 Plan as of March 10, 2016 are available for issuance under the 2016 Plan. The total number of shares of Common Stock available for grant under the 2008 Plan and carried over to the 2016 Plan on March 10, 2016 was 386,048 (referred to herein as the "Carryover Shares"). The Carryover Shares are hereby deregistered under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement, the Registrant is filing a new Registration Statement on Form S-8 (the "New Registration Statement") to register the shares of Common Stock now available to be issued and sold pursuant to the 2016 Plan, including but not limited to the Carryover Shares.

The Registrant may, from time to time, file additional post-effective amendments to the Prior Registration Statement to deregister shares that subsequently become available for new awards under the 2016 Plan due to outstanding awards under the 2008 Plan expiring, being cancelled or forfeited, or settled in cash, and register such shares under a new 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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on March 10, 2016.

**HURCO COMPANIES, INC.**

By: /s/ Michael Doar  
 Michael Doar  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names.

Signature	Title	Date
/s/ Michael Doar Michael Doar	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	March 10, 2016
/s/ Sonja K. McClelland Sonja K. McClelland	Vice President, Secretary, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 10, 2016
/s/ Thomas A. Aaro* Thomas A. Aaro	Director	March 10, 2016
/s/ Robert W. Cruickshank* Robert W. Cruickshank	Director	March 10, 2016
/s/ Jay C. Longbottom* Jay C. Longbottom	Director	March 10, 2016
/s/ Andrew Niner* Andrew Niner	Director	March 10, 2016
/s/ Richard Porter* Richard Porter	Director	March 10, 2016

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/s/ Janaki Sivanesan\*                      Director    March 10, 2016  
Janaki Sivanesan

/s/ Ronald Strackbein\*                      Director    March 10, 2016  
Ronald Strackbein

\* This Post-Effective Amendment has been signed by the undersigned attorney-in-fact on behalf of each person so indicated pursuant to powers of attorney previously filed with the Commission.

By: /s/ Michael Doar  
Michael Doar, Attorney-in-Fact