

ENDOCARE INC
Form S-8 POS
July 30, 2009

As filed with the Securities and Exchange Commission on July 30, 2009

Registration No. 333-134865

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

ENDOCARE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

9825 Spectrum Drive

33-0618093
(I.R.S. Employer
Identification Number)

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Building 3

Austin, Texas 78717

(512) 328-2892

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

Employee Deferred Stock Unit Program

Non-Employee Director Deferred Stock Unit Program

(Full title of the Plan(s))

Clint B. Davis

Vice President

9825 Spectrum Drive

Building 3

Austin, Texas 78717

(512) 328-2892

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

Copy to:

Michael F. Meskill

Jackson Walker L.L.P.

100 Congress Avenue, Suite 1100

Austin, Texas 78701

(512) 236-2000

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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

RECENT EVENTS: DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-134865) (the Registration Statement) of Endocare, Inc., a Delaware corporation (Endocare), pertaining to the registration of 4,000,000 shares of common stock of Endocare, par value \$0.001 per share (the Endocare Common Stock), to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on June 8, 2006.

HealthTronics, Inc., a Georgia corporation (HealthTronics), HT Acquisition Inc., a Delaware corporation and wholly-owned subsidiary of HealthTronics (Offeror), and Endocare entered into an Agreement and Plan of Merger dated as of June 7, 2009 (the Merger Agreement), pursuant to which, among other things, Endocare would merge with and into Offeror, Offeror would become a wholly-owned subsidiary of HealthTronics (the Merger), and all outstanding shares of Endocare Common Stock would be converted into the right to receive \$1.35 in cash, without interest, or 0.7764 of a share of HealthTronics common stock, subject to proration.

The Merger became effective following the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on July 27, 2009 (the Effective Time).

As a result of the Merger, Endocare has terminated all offerings of Endocare Common Stock pursuant to its existing registration statements, including the Registration Statement. Endocare hereby deregisters all shares of Endocare Common Stock unissued under the Registration Statement as of the Effective Time.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on July 30, 2009.

ENDOCARE, INC.

By: /s/ JAMES S. B. WHITTENBURG
JAMES S. B. WHITTENBURG

President

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James S. B. Whittenburg	Director and President	July 30, 2009
James S. B. Whittenburg	(Principal Executive Officer)	
/s/ Richard A. Rusk	Director, Vice President and Secretary	July 30, 2009
Richard A. Rusk	(Principal Financial and Accounting Officer)	