

AGILYSYS INC  
Form S-8 POS  
May 23, 2012

As filed with the Securities and Exchange Commission on May 23, 2012

Registration No. 333-40750

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 3**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

**under**

**THE SECURITIES ACT OF 1933**

**Agilysys, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Ohio  
(State or Other Jurisdiction of)

34-0907152  
(I.R.S. Employer Identification No.)

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Incorporation or Organization)

425 Walnut Street, Suite 1800, Cincinnati, Ohio 45202

(Address of Principal Executive Offices, Including Zip Code)

The Retirement Plan of Agilysys, Inc.

(f/k/a The Retirement Plan of Pioneer-Standard Electronics, Inc.)

(Full Title of the Plan)

Kyle C. Badger, Esq.

Senior Vice President, General Counsel and Secretary

Agilysys, Inc.

1000 Windward Concourse, Suite 250

Alpharetta, Georgia 30005

(770) 810-7947

(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

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       Smaller reporting company   
(Do not check if a smaller reporting company)

**DEREGISTRATION OF CERTAIN SECURITIES**

The Registrant, Agilysys, Inc. (the Company), is filing this Post-Effective Amendment No. 3 (this Post-Effective Amendment to Registration Statement) to deregister certain securities originally registered by the Registration Statement on Form S-8 (File No. 333-40750) (the Registration Statement). The Registration Statement registered common shares of the Company (Common Shares) that may be issued and sold under The Retirement Plan of Pioneer-Standard Electronics, Inc., later renamed The Retirement Plan of Agilysys, Inc. (the Plan), and an indeterminate amount of plan interests to be offered or sold pursuant to the Plan. In 2011, all of the Common Shares held in the Company Stock Fund (as defined in the Plan) were liquidated and no new Common Shares have been issued nor may be issued under the Plan. This Post-Effective Amendment to Registration Statement terminates the offering of all securities pursuant to the Registration Statement, and thereby terminates the reporting obligations of the Plan under the Securities Exchange Act of 1934, as amended. Pursuant to the undertakings contained in Part II of the Registration Statement, the Company is removing from registration, by means of this Post-Effective Amendment to Registration Statement, all securities registered and not heretofore sold pursuant to the Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
24	Power of Attorney

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alpharetta, State of Georgia, on May 23, 2012.

Agilysys, Inc.

By: /s/ Robert R. Ellis  
 Robert R. Ellis  
 Vice President, Chief Financial Officer and  
 Treasurer

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

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ James H. Dennedy*	President and Chief Executive Officer, and Director	May 23, 2012
James H. Dennedy	(principal executive officer)	
/s/ Robert R. Ellis	Senior Vice President, Chief Financial Officer and Treasurer (principal financial officer)	May 23, 2012
Robert R. Ellis		
/s/ Janine K. Seebeck	Vice President and Controller	May 23, 2012
Janine K. Seebeck	(principal accounting officer)	
/s/ Keith M. Kolerus*	Chairman of the Board	May 23, 2012
Keith M. Kolerus		
/s/ R. Andrew Cueva*	Director	May 23, 2012
R. Andrew Cueva		
/s/ Robert A. Lauer*	Director	May 23, 2012
Robert A. Lauer		
/s/ Robert G. McCreary III*	Director	May 23, 2012
Robert G. McCreary III		
/s/ John Mutch*	Director	May 23, 2012
John Mutch		

\*By: /s/ Kyle C. Badger  
 Kyle C. Badger, Attorney-In-Fact

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*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the person administering the Plan has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Alpharetta, state of Georgia, on May 23, 2012.

The Retirement Plan of Agilysys, Inc.

By: Agilysys, Inc.

By: /s/ Kyle C. Badger  
Kyle C. Badger  
Senior Vice President, General Counsel and  
Secretary and Member of Investment Committee for  
The Retirement Plan of Agilysys, Inc.

**EXHIBIT INDEX**

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