AEROSONIC CORP /DE/
Form S-8 POS
June 19, 2013

**As filed with the Securities and Exchange Commission on June 19, 2013**

**Registration No. 333-180862**

**Registration No. 333-160619**

**Registration No. 333-145825**

**Registration No. 333-128625**

**Registration No. 33-59064**

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-180862**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-160619**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-145825**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-128625**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 33-59064**

# AEROSONIC CORPORATION

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

| | |
|---|---|
| **Delaware**<br>**(State or other jurisdiction of incorporation or organization)** | **74-1668471**<br>**(I.R.S. Employer Identification Number)** |

**1212 North Hercules Avenue**

**Clearwater, Florida 33765**

**(727) 461-3000**

**(Address and telephone number, including area code, of principal executive offices)**

**2004 Stock Compensation Plan**

**Aerosonic Corporation 401(k) Plan**

**(Full title of the plans)**

**Douglas J. Hillman**

**Chief Executive Officer**

**Aerosonic Corporation**

**1212 North Hercules Avenue**

**Clearwater, Florida 33765**

**(727) 461-3000**

**(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 definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ¨ | Accelerated filer | ¨ |
| Non-accelerated filer | ¨ (Do not check if a smaller reporting company) | Smaller reporting company | x |

**DEREGISTRATION OF SHARES**

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) of Aerosonic Corporation (the Registrant ):

File No. 333-180862, pertaining to the registration of 200,000 shares of the Registrant s common stock, $0.40 par value per share ( Common Stock ), issuable under the Registrant s 2004 Stock Compensation Plan (the Plan ), which was filed with the Securities and Exchange Commission (the SEC ) on April 20, 2012;

File No. 333-160619, pertaining to the registration of 150,000 shares of Common Stock issuable under the Plan, which was filed with the SEC on July 16, 2009;

File No. 333-145825, pertaining to the registration of 200,000 shares of Common Stock issuable under the Plan, which was filed with the SEC on August 31, 2007;

File No. 333-128625, pertaining to the registration of 200,000 shares of Common Stock issuable under the Plan, which was filed with the SEC on September 27, 2005; and

File No. 33-59064, pertaining to the registration of 300,000 shares of Common Stock issuable under the Aerosonic Corporation 401(k) Plan, which was filed with the SEC on March 2, 1993.

On June 10, 2013, pursuant to the terms of the Agreement and Plan of Merger, dated April 19, 2013, by and among the Registrant, TransDigm Group Incorporated, a Delaware corporation ( Parent ), and Buccaneer Acquisition Sub Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Parent ( Merger Sub ), Merger Sub merged with and into the Registrant (the Merger ) with the Registrant surviving as an indirect wholly-owned subsidiary of Parent.

As a result of the Merger, the Registrant has terminated all offerings of securities pursuant to the Registration Statements. In accordance with undertakings made by the Registrant to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statements that remain unsold at the termination of such offering, the Registrant hereby removes from registration all securities registered under the Registration Statements that remain unsold as of the effective time of the Merger, if any.

**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 these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Clearwater, in the State of Florida, on the 18th day of June, 2013.

**AEROSONIC CORPORATION**

By: /s/ Douglas J. Hillman
Douglas J. Hillman
Chief Executive Officer (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements on Form S-8 have been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---|
| /s/ Douglas J. Hillman<br>Douglas J. Hillman | Chief Executive Officer<br>(Principal Executive Officer) | June 18, 2013 |
| /s/ Kevin J. Purcell<br>Kevin J. Purcell | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | June 18, 2013 |
| /s/ Raymond Laubenthal<br>Raymond Laubenthal | Director | June 18, 2013 |
| /s/ Gregory Rufus<br>Gregory Rufus | Director | June 18, 2013 |