

GIBALTAR PACKAGING GROUP INC
Form S-8 POS
June 29, 2004

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

GIBALTAR PACKAGING GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

47-0496290
(I.R.S. Employer Identification No.)

2000 Summit Avenue, Hastings, Nebraska 68901

(Address of Principal Executive Offices)

GIBALTAR PACKAGING GROUP, INC.

1992 INCENTIVE STOCK OPTION PLAN

(Full Title of the Plan)

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Copy to:

Brett E. Moller
Vice President Finance
Gibraltar Packaging Group, Inc.
2000 Summit Avenue
Hastings, Nebraska 68901
(402) 463-1366

(Name, address and telephone number of agent for service)

Christopher J. Hubbert, Esq.
Kohrman Jackson & Krantz P.L.L.
1375 East 9th Street, 20th Floor
Cleveland, Ohio 44114
216-696-8700

Removal from Registration

This Post Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 33-66790) (the "Registration Statement") of Gibraltar Packaging Group, Inc. (the "Company"), filed with the Securities and Exchange Commission on July 30, 1993, registering 300,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), pursuant to the Company's 1992 Incentive Stock Option Plan (the "Plan").

On June 29, 2004, the Company filed a Form 15 to terminate the registration of the Common Stock under the Securities Exchange Act of 1934, as amended. In conjunction with such termination of registration, the Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, this Post-Effective Amendment No. 1 to Form S-8 is being filed to deregister all shares of Common Stock remaining unsold upon termination of the Registration Statement.

SIGNATURES

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 No. 1 to registration statement 33-66790 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hastings, state of Nebraska, on June 29, 2004.

GIBALTAR PACKAGING GROUP, INC.

By: /s/ Walter E. Rose
 Walter E. Rose, Chief Executive Officer and
 Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ Walter E. Rose	Chief Executive Officer and Chairman	June 29, 2004
Walter E. Rose	(Principal Executive Officer)	
/s/ Brett E. Moller	Vice President Finance	June 29, 2004
Brett E. Moller	(Principal Financial and Accounting Officer)	
/s/ Richard D. Hinrichs	Chief Operating Officer and Director	June 29, 2004
Richard D. Hinrichs		
/s/ John W. Lloyd	Director	June 29, 2004
John W. Lloyd		
/s/ Robert G. Shaw	Director	June 29, 2004
Robert G. Shaw		
/s/ John D. Strautnieks	Director	June 29, 2004
John D. Strautnieks		