

Colony Capital, Inc.
Form S-8 POS
January 11, 2017

As filed with the Securities and Exchange Commission on January 10, 2017

Registration No. 333-177829

Registration No. 333-197883

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-177829

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-197883

UNDER
THE SECURITIES ACT OF 1933

COLONY CAPITAL, INC.

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(Colony NorthStar, Inc., as successor by merger to Colony Capital, Inc.)
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

27-0419483
(I.R.S. Employer
Identification Number)

515 S. Flower Street, 44th Floor

Los Angeles, California 90071
(Address of principal executive offices)

90071
(Zip code)

Amended and Restated 2011 Equity Incentive Plan

Colony Financial, Inc. 2014 Equity Incentive Plan

(Full title of the Plan)

Ronald M. Sanders, Esq.

712 Fifth Avenue, 35th Floor

New York, New York 10019

(212) 230-3300

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

Copies to:

David W. Bonser, Esq.

James E. Showen, Esq.

Hogan Lovells US LLP

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555 Thirteenth Street, N.W.

Washington, D.C. 20004-1109

(202) 637-5600

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

TERMINATION OF REGISTRATION STATEMENT AND DEREGISTRATION OF SECURITIES

These Post-Effective Amendments (Post-Effective Amendments) filed by Colony Capital, Inc. (the Company) remove from registration shares of the Company s common stock, par value \$0.01 per share (the Common Stock) that remain unsold (the Registered Securities) under the following registration statements (each a Registration Statement, and collectively, the Registration Statements) filed by the Company with the Securities and Exchange Commission (the SEC):

Registration Statement on Form S-8 (Registration No. 333-177829), which was filed with the SEC on November 8, 2011, pertaining to the registration of 1,600,000 shares of Common Stock reserved for issuance under the 2011 Equity Incentive Plan.

Registration Statement on Form S-8 (Registration No. 333-197883), which was filed with the SEC on August 5, 2014, pertaining to the registration of an additional 2,500,000 shares of Common Stock reserved for issuance under the 2014 Equity Incentive Plan.

The Company is filing these Post-Effective Amendments to the Registration Statements to deregister all of the Registered Securities registered for sale that were not sold pursuant to the Registration Statements as of the date of these Post-Effective Amendments. The Company hereby terminates the effectiveness of the Registration Statements and deregisters all of the Registered Securities registered for sale under the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 above-referenced Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on January 10, 2017.

COLONY NORTHSTAR, INC.

**as successor by merger to Colony Capital,
Inc.**

/s/ Darren J. Tangen

Name: Darren J. Tangen

Title: Chief Financial Officer and Treasurer

Note: No other person is required to sign these Post-Effective Amendments to the above-referenced Registration Statements in reliance on Rule 478 under the Securities Act of 1933, as amended.