

ARISTOTLE CORP  
Form S-8 POS  
November 18, 2009

As filed with the Securities and Exchange Commission on November 18, 2009

Registration No. 333-108802

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

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**THE ARISTOTLE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**06-1165854**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification Number)

**96 CUMMINGS POINT ROAD  
STAMFORD, CONNECTICUT 06902**

**(203) 358-8000**

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

**THE ARISTOTLE CORPORATION  
2002 EMPLOYEE, DIRECTOR AND CONSULTANT STOCK PLAN**

(Full title of the Plan)

**H. WILLIAM SMITH  
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY**

**THE ARISTOTLE CORPORATION  
96 CUMMINGS POINT ROAD  
STAMFORD, CONNECTICUT 06902  
(203) 358-8000**

(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.

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

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This Post-Effective Amendment No. 1 (“Post-Effective Amendment”) shall become effective automatically upon the date of filing in accordance with Rules 456 and 464 promulgated under the Securities Act of 1933, as amended (the Securities Act).

**EXPLANATORY NOTE - DEREGISTRATION**

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (File No. 333-108802) filed by The Aristotle Corporation, a Delaware corporation (the Company), with the Securities and Exchange Commission on September 15, 2003 (the Registration Statement), which registered an aggregate of 1,500,000 shares of common stock of the Company, par value \$0.01 per share (the Common Stock), relating to The Aristotle Corporation 2002 Employee, Director and Consultant Stock Plan.

On November 18, 2009, LRTA, Inc., a Delaware corporation, consummated a short-form merger with and into the Company pursuant to Section 253 of the Delaware General Corporation Law (the Merger). In connection with the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statement and all outstanding stock options were cancelled in exchange for the right to receive cash consideration.

As a result of the Merger, the Company has terminated, as necessary, all offerings of its shares of Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with the foregoing, the Company hereby removes from registration all the shares of Common Stock registered under the Registration Statement which remain unissued and unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, Connecticut, on the 18th day of November 2009.

**THE ARISTOTLE CORPORATION**

By: /s/ Steven B. Lapin

Steven B. Lapin

President and Chief Operating Officer

(Principal Executive Officer)

November 18, 2009

By: /s/ Dean T. Johnson

Dean T. Johnson

Senior Vice President and

Chief Financial Officer

(Principal Financial and Accounting Officer)

November 18, 2009

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

Signature

Title

Date

/s/ Steven B. Lapin      President, Chief Operating Officer      November 18, 2009  
and Director

Steven B. Lapin

\_\_\_\_\_ \*      Director      November 18, 2009

John L. Lahey

\_\_\_\_\_ \*      Director      November 18, 2009

Donald T. Netter

\_\_\_\_\_ \*      Director      November 18, 2009

Edward Netter

\_\_\_\_\_ \*      Director      November 18, 2009

James G. Tatum

\_\_\_\_\_ \*      Director      November 18, 2009

Roy T.K. Thung

\* By: /s/ Steven B. Lapin

Steven B. Lapin

Attorney-in-Fact