

GANDER MOUNTAIN CO  
Form S-8 POS  
January 25, 2010

As filed with the Securities and Exchange Commission on January 25, 2010

Registration No. 333-125810

**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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**GANDER MOUNTAIN COMPANY**

(Exact name of Registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**180 East Fifth Street, Suite 1300**

**Saint Paul, Minnesota**

**41-1990949**  
(I.R.S. Employer  
Identification No.)

**55101**

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(Address of principal executive offices)

(Zip Code)

**Gander Mountain Company Employee Stock Purchase Plan**  
**Amended and Restated Gander Mountain Company 2004 Omnibus Stock Plan**

(Full title of the plan)

**Eric R. Jacobsen**

**Executive Vice President, General Counsel and Secretary**

**180 East Fifth Street, Suite 1300**

**Saint Paul, Minnesota 55101**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(651) 325-4300**

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**Copies to:**

**W. Morgan Burns**

**Jonathan R. Zimmerman**

Faegre & Benson LLP

2200 Wells Fargo Center

90 South Seventh Street

Minneapolis, Minnesota 55402-3901

(612) 766-7000

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

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(Do not check if a smaller reporting company)

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**DEREGISTRATION OF SHARES**

In accordance with the undertaking of Gander Mountain Company (the Registrant) set forth in its Registration Statement on Form S-8 (File No. **333-125810**) filed with the Securities and Exchange Commission (the SEC) on June 14, 2005 (the 2005 Registration Statement) relating to the issuance of up to 500,000 shares of the Registrant's common stock, par value \$0.01 per share (Common Stock), pursuant to the Registrant's Employee Stock Purchase Plan (the ESPP) and the issuance of up to 1,856,000 shares of Common Stock pursuant to the Registrant's Amended and Restated 2004 Omnibus Stock Plan (the 2004 Plan), the Registrant is filing this Post-Effective Amendment No. 1 to the 2005 Registration Statement to deregister any shares of Common Stock that might be issued pursuant to the ESPP or the 2004 Plan. The Registrant is delisting its Common Stock from The Nasdaq Capital Market and deregistering its Common Stock under Sections 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), through the filing of a Form 25 with the SEC on January 15, 2010, and a Form 15 ten days thereafter. Because the Registrant will no longer be filing reports pursuant to the Exchange Act, the Registrant is deregistering the remaining shares of Common Stock that may be issued pursuant to the ESPP and the 2004 Plan.

**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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Saint Paul, State of Minnesota on the 25th day of January, 2010.

**GANDER MOUNTAIN COMPANY**  
(Registrant)

*/s/ David C. Pratt*  
David C. Pratt  
*Chairman of the Board and Interim Chief Executive Officer*

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Gander Mountain Company, hereby severally constitute DAVID C. PRATT, ROBERT J. VOLD and ERIC R. JACOBSEN, and each of them singly, as true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below the registration statement filed herewith and any amendments to said registration statement, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable Gander Mountain Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities indicated on January 25, 2010.

| <b>Name</b>                   | <b>Title</b>                                                                                                 |
|-------------------------------|--------------------------------------------------------------------------------------------------------------|
| <i>/s/ David C. Pratt</i>     | Chairman of the Board and Interim Chief Executive Officer<br>(Principal Executive Officer)                   |
| <i>/s/ Robert J. Vold</i>     | Senior Vice President, Chief Financial Officer and Treasurer<br>(Principal Financial and Accounting Officer) |
| <i>/s/ Ronald A. Erickson</i> | Vice-Chairman of the Board                                                                                   |
| <i>/s/ Gerald A. Erickson</i> | Director                                                                                                     |

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Exhibit Name</b>                                                                                                                                                                                                                                                                             |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1                | Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3 to the Registrant's Current Report on Form 8-K (Commission File No. 000-50659), filed with the Commission on January 15, 2010)                                                  |
| 4.2                | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-112494), filed with the Commission on March 15, 2004)                                                   |
| 5                  | Opinion of Faegre & Benson LLP, counsel for the Registrant (previously filed)                                                                                                                                                                                                                   |
| 23.1               | Consent of Faegre & Benson LLP (previously filed)                                                                                                                                                                                                                                               |
| 23.2               | Consent of Ernst & Young, LLP (previously filed)                                                                                                                                                                                                                                                |
| 24                 | Powers of Attorney (included with signatures to this Registration Statement)                                                                                                                                                                                                                    |
| 99.1               | Gander Mountain Company Employee Stock Purchase Plan (incorporated by reference to Exhibit C to the Registrant's definitive proxy statement for its 2005 annual meeting of shareholders (File No. 000-50659), filed with the Commission on May 6, 2005)                                         |
| 99.2               | Amended and Restated Gander Mountain Company 2004 Omnibus Stock Plan (incorporated by reference to Exhibit B to the Registrant's definitive proxy statement for its 2005 annual meeting of shareholders (File No. 000-50659), filed with the Commission on May 6, 2005)                         |
| 99.3               | Form of Incentive Stock Option Agreement under Gander Mountain Company 2004 Omnibus Stock Plan (incorporated by reference to Exhibit 99.4 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-118909), filed with the Commission on September 10, 2004)                |
| 99.4               | Form of Non-Statutory Stock Option Agreement (Employee) under Gander Mountain Company 2004 Omnibus Stock Plan (incorporated by reference to Exhibit 99.5 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-118909), filed with the Commission on September 10, 2004) |
| 99.5               | Form of Non-Statutory Stock Option Agreement (Director) under Gander Mountain Company 2004 Omnibus Stock Plan (incorporated by reference to Exhibit 99.6 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-118909), filed with the Commission on September 10, 2004) |