

ADC TELECOMMUNICATIONS INC  
Form S-8 POS  
November 29, 2010

As filed with the Securities and Exchange Commission on November 29, 2010

Registration No. 333-04481

**UNITED STATES  
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  
ADC TELECOMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)**

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

**41-0743912**  
(I.R.S. Employer  
Identification No.)

**13625 Technology Drive  
Eden Prairie, MN 55344**

(Address of principal executive offices,  
including zip code)

**ADC TELECOMMUNICATIONS, INC.  
NON-INCENTIVE STOCK OPTION  
AND INDEMNIFICATION AGREEMENT**

(Full title of the plan)

**Jeffrey D. Pflaum  
Vice President, General Counsel and Secretary  
ADC Telecommunications, Inc.**

**13625 Technology Drive  
Eden Prairie, MN 55344  
(952) 938-8080**

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

*Copy to:*

**Amy L. Schneider  
Dorsey & Whitney LLP  
50 South Sixth Street, Suite 1500  
Minneapolis, Minnesota 55402  
(612) 340-2600**

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

(Do not check if a smaller  
reporting company)



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-04481) (the Registration Statement ) of ADC Telecommunications, Inc. (the Company ), which was filed with the U.S. Securities and Exchange Commission on May 24, 1996. The Registration Statement registered 69,456 shares of the Company s common stock, par value \$0.20 per share (the Securities ), to be offered or sold pursuant to the Company s Non-Incentive Stock Option and Indemnification Agreement. The Company has terminated its offering of Securities pursuant to the Registration Statement, and, in accordance with the undertaking in Part II of the Registration Statement (pursuant to Item 512(a)(3) of Regulation S-K), is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all Securities registered under the Registration Statement that remain unsold as of the date hereof.

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**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 this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on the 29th day of November, 2010.

ADC TELECOMMUNICATIONS, INC.

By: /s/ James G. Mathews  
James G. Mathews  
Vice President and Chief Financial  
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the indicated capacities on November 29, 2010.

<b>Signature</b>	<b>Title</b>
* Robert E. Switz	Chairman, President and Chief Executive Officer (principal executive officer)
/s/ James G. Mathews James G. Mathews	Vice President and Chief Financial Officer (principal financial officer)
* Steven G. Nemitz	Vice President and Controller (principal accounting officer)
* William R. Spivey, PhD	Independent Lead Director
* John J. Boyle, III	Director
* Mickey P. Foret	Director
* Lois M. Martin	Director
* 	Director

Krish A. Prabhu, Ph.D.

\* Director

John E. Rehfeld

\* Director

David A. Roberts

\* Director

Larry W. Wangberg

\* Director

John D. Wunsch

\* By: /s/ James G. Mathews  
James G. Mathews  
Attorney-in-Fact

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Power of Attorney