

MERGE HEALTHCARE INC

Form S-8 POS

October 14, 2015

As filed with the Securities and Exchange Commission on October 14, 2015

Registration No. 333-125386

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION NO. 333-125386  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Merge Healthcare Incorporated  
(Exact name of registrant as specified in its charter)

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Delaware 39-1600938  
(State or other jurisdiction of (I.R.S employer Identification No.)  
incorporation or organization)

350 North Orleans Street, 1st Floor 60654  
Chicago, Illinois 60654  
(Address of Principal Executive Offices) (Zip Code)

Merge Technologies Incorporated 2005 Equity Incentive Plan  
(Full Title of the Plan)

Justin C. Dearborn  
President  
350 North Orleans Street, 1st Floor  
Chicago, Illinois 60654  
(Name and address of agent for service)

(312) 565-6868  
(Telephone number, including area code, of agent for service)

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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 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 (Do not check if a smaller reporting company)  Smaller reporting company

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## TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (Registration No. 333-125386) of Merge Healthcare Incorporated (the “Company”) filed with the Securities and Exchange Commission on June 1, 2005 (the “Registration Statement”). The Registration Statement registered a total of 7,500,000 shares of the Company’s common stock, par value \$0.01 (“Common Stock”), issuable under the Company’s 2005 Equity Incentive Plan (the “Plan”).

On October 13, 2015, pursuant to the terms of the Agreement and Plan of Merger, dated as of August 6, 2015, by and among the Company, International Business Machines Corporation (“Parent”), and Datong Acquisition Corp., a wholly-owned subsidiary of Parent (“Merger Sub”), Merger Sub merged with and into the Company (the “Merger”), with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Parent.

In connection with the Merger, the Company has terminated the Plan and no additional Common Stock will be issued thereunder. In accordance with an undertaking made by the Company to remove from registration, by means of a post-effective amendment, any shares of Common Stock which remain unsold at the termination of the offering under the Plan, the Company hereby removes from registration all shares of Common Stock under the Registration Statement that remained unsold as of this Post-Effective Amendment No. 2.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Merge Healthcare Incorporated 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. 2 to Registration Statement No. 333-125386 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Chicago, State of Illinois, on the 14th day of October, 2015.

MERGE HEALTHCARE  
INCORPORATED

By: /s/ Justin Dearborn  
Name: Justin Dearborn  
Title: President