

UST INC  
Form S-8 POS  
January 30, 2009

As filed with the Securities and Exchange Commission on January 30, 2009

Registration No. 333-36844

**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**

**UST INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation or organization)

**6 High Ridge Park, Building A**

**Stamford, Connecticut**  
(Address of Principal Executive Offices)

**06-1193986**  
(I.R.S. Employer

Identification No.)

**06905**  
(Zip Code)

**1992 STOCK OPTION PLAN**

(Full title of the plan)

**Gary B. Glass**

**UST Inc.**

**6 High Ridge Park, Building A**

**Stamford, Connecticut 06905**

(Name and address of agent for service)

**(203) 817-3000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Jerry Whitson, Esq.**

**Hunton & Williams LLP**

**200 Park Avenue**

**53<sup>rd</sup> Floor**

**New York, New York 10166**

**(212) 309-1060**

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 ☒ x

Accelerated filer

☐ ..

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Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

**DEREGISTRATION OF COMMON STOCK**

This Post-Effective Amendment No. 1 relates to the registration statement on Form S-8, Registration No. 333-36844, which incorporates by reference Form S-8, Registration No. 33-488288 (the "Registration Statement"), filed by UST Inc., a Delaware corporation (the "Registrant"), for the registration of common stock to be offered pursuant to the 1992 Stock Option Plan (the "Plan").

On January 6, 2009, pursuant to the terms of the Agreement and Plan of Merger, dated as of September 7, 2008, as amended October 2, 2008 (the "Merger Agreement"), by and among the Registrant, Altria Group, Inc. ("Altria") and Armchair Merger Sub, Inc., an indirect wholly-owned subsidiary of Altria ("Merger Sub"), Merger Sub merged with and into the Registrant (the "Merger"), with the Registrant surviving the Merger as an indirect wholly-owned subsidiary of Altria. As a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made by the Registrant to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration the common stock registered but unsold under the Registration Statement.

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 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 Stamford, State of Connecticut, on the 30<sup>th</sup> day of January, 2009.

UST INC.

By: /s/ MURRAY S. KESSLER

Name: Murray S. Kessler

Title: President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, the Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                                      | Title                                                                                        | Date             |
|----------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------|
| /s/ MURRAY S. KESSLER<br>Murray S. Kessler                     | President and Chief Executive Officer<br>(Principal Executive Officer)                       | January 30, 2009 |
| /s/ RAYMOND P. SILCOCK<br>Raymond P. Silcock                   | Senior Vice President and Chief Financial<br>Officer (Principal Financial Officer)           | January 30, 2009 |
| /s/ JAMES D. PATRACUOLLA<br>James D. Patracuolla               | Vice President, Controller and Chief<br>Accounting Officer (Principal Accounting<br>Officer) | January 30, 2009 |
| /s/ HOWARD A. WILLARD III<br>Howard A. Willard III             | Director                                                                                     | January 30, 2009 |
| /s/ W. HILDEBRANDT SURGNER, JR.<br>W. Hildebrandt Surgner, Jr. | Director                                                                                     | January 30, 2009 |
| /s/ DANIEL J. BRYANT<br>Daniel J. Bryant                       | Director                                                                                     | January 30, 2009 |