

BERKSHIRE HATHAWAY INC
Form S-8 POS
October 11, 2011

As filed with the Securities and Exchange Commission on October 11, 2011

Registration No. 333-164962

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

BERKSHIRE HATHAWAY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-0813844
(I.R.S. Employer

Identification Number)

3555 Farnam Street

Omaha, Nebraska 68131

(Address, including zip code, of Principal Executive Offices)

BNSF Railway Company 401(k) Plan for TCU Employees

(Full title of the plan)

Marc D. Hamburg

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, Nebraska 68131

(402) 346-1400

(Name and address of agent for service)

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

Copy To:

Mary Ann Todd, Esq.

Munger, Tolles & Olson LLP

355 South Grand Avenue

Los Angeles, California 90071

(213) 683-9100

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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 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 (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

On February 17, 2010, Berkshire Hathaway Inc. (the Company) filed with the Securities and Exchange Commission two registration statements on Form S-8 (File No. 333-164962 and File No. 333-164959) with respect to 200,000 shares and 6,000,000 shares of the Company's Class B Common Stock, \$0.0033 par value, registered for issuance under the BNSF Railway Company 401(k) Plan for TCU Employees (the TCU Plan) and the BNSF Railway Company Non-Salaried Employees 401(k) Retirement Plan (the Non-Salaried Plan), respectively.

On June 24, 2011, the TCU Plan was merged into the Non-Salaried Plan.

As a result of the merger of the plans, the offering pursuant to the registration statement on Form S-8 (File No. 333-164962) (the Registration Statement) has been terminated. In accordance with the undertakings made by the Company in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the shares that remain unsold under the Registration Statement.

Item 8. Exhibits

- 24.1 Power of Attorney (incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on February 17, 2010).

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 Omaha, State of Nebraska, on this 11th day of October, 2011.

BERKSHIRE HATHAWAY INC.

By: **/s/ Marc D. Hamburg**
Marc D. Hamburg
Senior Vice President and
Chief Financial Officer

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

| Signature | Title | Date |
|---|---|------------------|
| * Warren E. Buffett | Chairman of the Board and Director (principal executive officer) | October 11, 2011 |
| /s/ Marc D. Hamburg Marc D. Hamburg | Senior Vice President and Chief Financial Officer (principal financial officer) | October 11, 2011 |
| * Daniel J. Jaksich | Vice President and Controller (principal accounting officer) | October 11, 2011 |
| * Charles T. Munger | Vice-Chairman of the Board and Director | October 11, 2011 |
| * Howard G. Buffett | Director | October 11, 2011 |
| * Stephen B. Burke | Director | October 11, 2011 |
| * Susan L. Decker | Director | October 11, 2011 |
| * William H. Gates III | Director | October 11, 2011 |
| * David S. Gottesman | Director | October 11, 2011 |

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| | | |
|--------------------------|----------|------------------|
| * | Director | October 11, 2011 |
| Charlotte Guyman | | |
| * | Director | October 11, 2011 |
| Donald R. Keough | | |
| * | Director | October 11, 2011 |
| Thomas S. Murphy | | |
| * | Director | October 11, 2011 |
| Ronald L. Olson | | |
| * | Director | October 11, 2011 |
| Walter Scott, Jr. | | |

*By: /s/ Marc D. Hamburg
Marc D. Hamburg
Senior Vice President and
Chief Financial Officer