

MCDONALDS CORP

Form S-8 POS

March 31, 2010

As filed with the Securities and Exchange Commission on March 31, 2010

Registration No. 33-50701

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

McDonald's Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

36-2361282
(I.R.S. Employer Identification Number)

One McDonald's Plaza, Oak Brook, Illinois
(Address of Principal Executive Offices)

60523-1900
(Zip Code)

McDONALD'S CORPORATION SUPPLEMENTAL PROFIT SHARING AND SAVINGS PLAN
(Full title of the plan)

Gloria Santona
Corporate Executive Vice President,
General Counsel and Secretary
McDonald's Corporation
One McDonald's Plaza
Oak Brook, Illinois 60523-1900
(Name and address of agent for service)

(630) 623-3000
(Telephone number, including area code, of agent for service)

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

This Post-Effective Amendment No. 2 (the “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (Registration No. 33-50701) filed by McDonald’s Corporation (the “Registrant”) with the U.S. Securities and Exchange Commission on October 21, 1993 (the “Registration Statement”) to register (i) 100,000 shares of the Registrant’s Common Stock (with associated Preferred Stock Purchase Rights) for issuance under the McDonald’s Corporation Deferred Incentive Plan (subsequently amended and restated to become the McDonald’s Corporation Supplemental Profit Sharing and Savings Plan) (the “Plan”), and (ii) an indeterminate amount of participants’ interests in the Plan.

Effective January 1, 2005, the Registrant amended the Plan to prohibit any deferral elections with respect to compensation that would be paid to participants (absent such deferral) on or after January 1, 2005. Accordingly, commencing on January 1, 2005, the Registrant’s securities could not be issued under the Plan.

In accordance with the Registrant’s undertaking in Part II, Item 9(c) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold under the Registration Statement and to terminate the effectiveness of the Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24 Power of Attorney

SIGNATURES

The Registrant. 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on this 31st day of March, 2010.

McDONALD'S CORPORATION

By: /s/ Gloria Santona
Gloria Santona
Corporate Executive Vice President,
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature
Title

Date

* March 31, 2010
Susan E. Arnold
Director

* March 31, 2010
Peter J. Bensen
Corporate Executive Vice President and
Chief Financial Officer

* March 31, 2010
Robert A. Eckert
Director

* March 31, 2010
Enrique Hernandez, Jr.
Director

* March 31, 2010
Jeanne P. Jackson
Director

* March 31, 2010
Richard H. Lenny
Director

* March 31, 2010
Walter E. Massey
Director

* March 31, 2010

Andrew J. McKenna
Chairman of the Board and Director

* March 31, 2010

Cary D. McMillan
Director

* March 31, 2010

Kevin M. Ozan
Corporate Senior Vice President - Controller

* March 31, 2010

Sheila A. Penrose
Director

* March 31, 2010

John W. Rogers, Jr.
Director

* March 31, 2010

James A. Skinner
Vice Chairman, Chief Executive Officer and
Director

* March 31, 2010

Roger W. Stone
Director

* March 31, 2010

Miles D. White
Director

*Gloria Santona, the undersigned attorney-in-fact, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment No. 2 on behalf of the above indicated directors and officers of the Registrant pursuant to a power of attorney filed with the U.S. Securities and Exchange Commission.

By: /s/ Gloria Santona
Gloria Santona
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the McDonald's Corporation Supplemental Profit Sharing and Savings Plan) have duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on this 31st day of March, 2010.

MCDONALD'S CORPORATION SUPPLEMENTAL PROFIT
SHARING AND SAVINGS PLAN

By: OFFICER COMMITTEE

By: /s/ Kevin Ozan
Kevin M. Ozan
Member of the Officer Committee

EXHIBIT INDEX

Exhibit No.	Description
24	Power of Attorney