

GENERAL CABLE CORP /DE/
Form S-8 POS
June 30, 2008

As filed with the Securities and Exchange Commission on June 30, 2008

Commission File No. 333-89629

**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
GENERAL CABLE CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware

06-1398235

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

**4 Tesseneer Drive
Highland Heights, Kentucky 41076**

(Address of principal executive offices) (Zip Code)

**BICCGENERAL CABLE INDUSTRIES, INC.
401(K) SAVINGS PLAN**

(Full title of the plan)

ROBERT J. SIVERD, ESQUIRE

Executive Vice President, General Counsel and Secretary
General Cable Corporation
4 Tesseneer Drive
Highland Heights, Kentucky 41076
(859) 572-8000

(Name and address of agent for service)

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

Copies of Communications to:

Jarrold B. Pontius, Esquire
General Cable Corporation
4 Tesseneer Drive
Highland Heights, Kentucky 41076
(859) 572-8000

Alan H. Lieblich, Esquire
Jeffrey M. Taylor, Esquire
Blank Rome LLP
One Logan Square
Philadelphia, Pennsylvania 19103
(215) 569-5500

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. (Check one):

Edgar Filing: GENERAL CABLE CORP /DE/ - Form S-8 POS

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

General Cable Corporation (the Registrant) is filing this Post-Effective Amendment No. 1 to deregister certain shares of the Registrant's common stock, \$.01 par value per share (the Common Stock), originally registered for issuance under the BICCGeneral Cable Industries, Inc. 401(k) Savings Plan (the BICCGC Plan) pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the SEC) on October 25, 1999 (Registration No. 333-89629) (the Registration Statement). Pursuant to the Registration Statement, a total of 300,000 shares of Common Stock were registered for issuance under the General Cable Savings Plan (the Savings Plan).

Effective as of December 1, 2006 (the Effective Date), the BICCGC Plan was merged with and into the Savings Plan. No future awards have been or will be made under the BICCGC Plan (except as it may be a part of the Savings Plan) after the Effective Date. Outstanding plan accounts and balances under the BICCGC Plan have been, and will continue to be, governed by the provisions of the Savings Plan as of the Effective Date. All shares of unissued Common Stock originally registered under the Registration Statement, which amounts to an aggregate of 228,812 shares, are hereby deregistered under this Post-Effective Amendment No. 1.

Concurrently with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 to register 300,000 shares of Common Stock and other securities for issuance pursuant to the Savings Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Highland Heights, Commonwealth of Kentucky, on this 30th day of June, 2008.

GENERAL CABLE CORPORATION

By: /s/ Gregory B. Kenny
Gregory B. Kenny
President and Chief Executive Officer

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

| | |
|---------------|--|
| June 30, 2008 | /s/ Gregory B. Kenny Gregory B. Kenny President and Chief Executive Officer (Principal Executive Officer) and Director |
| June 30, 2008 | /s/ Brian J. Robinson Brian J. Robinson Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) |
| June 30, 2008 | /s/ Robert J. Siverd Robert J. Siverd Executive Vice President, General Counsel and Secretary |
| June 30, 2008 | /s/ Gregory E. Lawton Gregory E. Lawton Director |
| June 30, 2008 | /s/ Craig P. Omtvedt Craig P. Omtvedt Director |
| June 30, 2008 | /s/ Robert L. Smialek Robert L. Smialek Director |

June 30, 2008

/s/ John E. Welsh, III

John E. Welsh, III
Director

Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Highland Heights, Commonwealth of Kentucky, on this 30th day of June, 2008.

GENERAL CABLE SAVINGS PLAN

By: /s/ Robert J. Siverd
Robert J. Siverd
Member, Administration Committee