

HARTE HANKS INC  
Form S-8 POS  
April 01, 2009

As filed with the Securities and Exchange Commission on April 1, 2009

Registration No. 333-90022

**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*

**Harte-Hanks, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**74-1677284**  
(IRS Employer  
Identification No.)

**200 Concord Plaza Drive, Suite 800**

**San Antonio, Texas 78216**

**210-829-9000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Harte-Hanks, Inc. 1994 Employee Stock Purchase Plan**

(Full Title of Plan)

**Bryan J. Pechersky**

**Senior Vice President, General Counsel & Secretary**

**Harte-Hanks, Inc.**

**200 Concord Plaza Dr., Suite 800**

**San Antonio, TX 78216**

**(210) 829-9000**

(Name, address, and 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. (Check one):

Large accelerated filer

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

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount</b>	<b>Proposed maximum</b>	<b>Proposed maximum</b>	<b>Amount of</b>
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	<b>to be</b>	<b>offering price</b>	<b>aggregate</b>	<b>registration</b>
	<b>registered</b>	<b>per share</b>	<b>offering price</b>	<b>fee</b>
Common stock, \$1.00 par value	See	See	See	See
	Explanatory	Explanatory	Explanatory	Explanatory
	Note	Note	Note	Note
Total	See	See	See	See
	Explanatory	Explanatory	Explanatory	Explanatory
	Note	Note	Note	Note

**EXPLANATORY NOTE / DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement relates to the Registration Statement on Form S-8 (File No. 333-90022) (the Registration Statement ) of Harte-Hanks, Inc. ( Registrant ) filed with the Securities and Exchange Commission ( SEC ) on June 7, 2002.

The Registration Statement relates to the registration of shares of Common Stock of the Registrant that may be offered under the Registrant s 1994 Employee Stock Purchase Plan ( ESPP ). The ESPP was terminated effective March 31, 2009.

In accordance with the undertaking made by Registrant in the Registration Statement 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, Registrant hereby removes from registration the securities of Registrant that are 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 Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on April 1, 2009.

HARTE-HANKS, INC.

By: /s/ Bryan J. Pechersky  
Bryan J. Pechersky

Senior Vice President,

General Counsel & Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Larry D. Franklin Larry D. Franklin	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer and Director)	April 1, 2009
/s/ Douglas C. Shepard Douglas C. Shepard	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 1, 2009
/s/ Jessica M. Huff Jessica M. Huff	Vice President, Finance, Controller and Chief Accounting Officer (Principal Accounting Officer)	April 1, 2009
/s/ David L. Copeland David L. Copeland	Director	April 1, 2009
/s/ William F. Farley William F. Farley	Director	April 1, 2009
/s/ William K. Gayden William K. Gayden	Director	April 1, 2009
/s/ Christopher M. Harte Christopher M. Harte	Director	April 1, 2009
/s/ Houston H. Harte Houston H. Harte	Director	April 1, 2009

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/s/ Judy C. Odom

Director

April 1, 2009

Judy C. Odom

/s/ Karen A. Puckett

Director

April 1, 2009

Karen A. Puckett