

FULLER H B CO  
Form S-8 POS  
August 06, 2013

As filed with the Securities and Exchange Commission on August 6, 2013

Registration No. 333-50827

**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*

**H.B. FULLER COMPANY**

(Exact name of registrant as specified in its charter)

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**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0268370**  
(I.R.S. Employer  
Identification No.)

**1200 Willow Lake Boulevard**  
**St. Paul, Minnesota 55110-5101**

(Address, including zip code, of registrant's principal executive offices)

**H.B. FULLER COMPANY**  
**1998 DIRECTORS' STOCK INCENTIVE PLAN**

(Full title of the plan)

**Timothy J. Keenan, Esq.**  
**Vice President, General Counsel and Secretary**

**H.B. Fuller Company**  
**1200 Willow Lake Boulevard**  
**St. Paul, Minnesota 55110-5101**

**(651) 236-5900**

(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

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

On April 23, 1998, H.B. Fuller Company ( H.B. Fuller ) filed a Form S-8 Registration Statement (the Registration Statement ) with the Securities and Exchange Commission to register 800,000 shares (as adjusted for a two-for-one stock split in July 2006 and another two-for-one stock split in October 2001) of H.B Fuller common stock (the Common Stock ) to be issued from time to time as awards to the Directors of H.B. Fuller pursuant to its 1998 Directors Stock Incentive Plan (the Plan ).

Pursuant to the terms of the Plan, awards thereunder may no longer be granted. Accordingly, in accordance with an undertaking made by H.B. Fuller in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities registered which remain unsold at the termination of the offering, H.B Fuller hereby removes from registration all shares of Common Stock previously registered and remaining 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 St. Paul, State of Minnesota, on August 2, 2013.

**H.B. FULLER COMPANY**

By: /s/ James R. Giertz  
James R. Giertz  
Executive Vice President and Chief

Financial Officer

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

Signature	Title	Date
/s/ James J. Owens James J. Owens	President, Chief Executive Officer and Director (principal executive officer)	August 6, 2013
/s/ James R. Giertz James R. Giertz	Executive Vice President and Chief Financial Officer (principal financial officer)	August 6, 2013
/s/ James C. McCreary, Jr. James C. McCreary, Jr.	Vice President and Controller (principal accounting officer)	August 6, 2013
Thomas W. Handley *	Director	August 6, 2013
J. Michael Losh *	Director	August 6, 2013
Lee R. Mitau *	Director	August 6, 2013
Dante C. Parrini *	Director	August 6, 2013
John C. van Roden, Jr. *	Director	August 6, 2013
R. William Van Sant *	Director	August 6, 2013

\* By: /s/ Timothy J. Keenan  
Timothy J. Keenan

Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24	Power of Attorney