

APAC CUSTOMER SERVICES, INC  
Form S-8 POS  
October 17, 2011

As filed with the Securities and Exchange Commission on October 17, 2011

Registration No. 333-63842

**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**

**APAC CUSTOMER SERVICES, INC.  
(Exact Name of Registrant as Specified in Its Charter)**

**Illinois**  
(State or other Jurisdiction of  
Incorporation or Organization)

**36-2777140**  
(I.R.S. Employer  
Identification Number)

**Bannockburn Lake Office, 2201 Waukegan Road,  
Suite 300, Bannockburn, Illinois 60015**  
(Address of Principal Executive Offices)

**60015**  
(Zip Code)

**APAC Customer Services, Inc. Second Amended and Restated 1995 Incentive Stock Plan**  
(Full title of the plan)

**Robert B. Nachwalter  
Senior Vice President, General Counsel and  
Secretary  
APAC Customer Services, Inc., Bannockburn Lake  
Office,  
2201 Waukegan Road, Suite 300, Bannockburn,  
Illinois  
60015  
847.374.4980**

(Name, Address and Telephone Number of Agent for  
Service)

**Copy to:  
David J. Kaufman  
Duane Morris LLP  
Suite 3700  
190 S. LaSalle Street  
Chicago, IL 60603-3433  
312-499-6700**

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

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

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**DEREGISTRATION OF SHARES**

APAC Customer Services, Inc. (the Company ) is filing this Post-Effective Amendment No. 1 to Form S-8 (File No. 333-63842), originally filed with the Securities and Exchange Commission on June 26, 2001 (the Registration Statement ), to deregister that number of the 2,650,000 shares of the Company s common stock, \$0.01 par value per share that were originally registered under the Registration Statement and have not been sold or otherwise issued as of the date of the filing hereof, and to terminate the effectiveness of the Registration Statement.

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**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 this Post-Effective Amendment No. 1 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 village of Bannockburn, state of Illinois, on this 17th day of October, 2011.

APAC CUSTOMER SERVICES, INC.

By: /s/ Robert B. Nachwalter  
Robert B. Nachwalter  
**Senior Vice President,  
General Counsel and Secretary**