

WATER PIK TECHNOLOGIES INC
Form S-8 POS
April 27, 2006

As filed with the Securities and Exchange Commission on April 27, 2006

Registration No. 333-30016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 TO

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Water Pik Technologies, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

25-1843384
(I.R.S. Employer
Identification No.)

23 Corporate Plaza, Suite 246
Newport Beach, California 92660
(Address, Including Zip Code, of Principal Executive Offices)

**Water Pik Technologies, Inc.
Deferred Compensation Plan**

(Full Title of the Plan)

**Richard D. Tipton
Vice President, General Counsel and Secretary
Water Pik Technologies, Inc.**

23 Corporate Plaza, Suite 246

**Newport Beach, California 92660
(949) 719-3700**

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

COPY TO:

**Gary J. Singer, Esq.
O Melveny & Myers LLP**

610 Newport Center Drive, Suite 1700

Newport Beach, California 92660-6429

EXPLANATORY NOTE

On February 10, 2000, Water Pik Technologies, Inc., a Delaware corporation (the Registrant), filed a registration statement (the Registration Statement) on Form S-8 (Commission File No. 333-30016) with the Securities and Exchange Commission (the Commission), which registered \$10,000,000 in unsecured obligations (the Deferred Compensation Obligations) of the Registrant to pay deferred compensation in the future in accordance with the terms of the Water Pik Technologies, Inc. Deferred Compensation Plan (the Plan).

On April 12, 2006 (the Merger Date), pursuant to an Agreement and Plan of Merger, dated as of January 6, 2006, by and among the Registrant, Coast Merger Corporation, a Delaware corporation (Merger Sub), and Coast Acquisition Corporation, a Delaware corporation (Coast), Merger Sub merged with and into the Registrant, and the Registrant become a wholly owned subsidiary of Coast (the Merger). On April 12, 2006, the Registrant filed a certification and notice of termination of registration on Form 15 with respect to its securities.

As a result of the Merger, the Registrant has terminated all offerings of the Registrant s securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Registrant is filing this Post-Effective Amendment No. 3 to the Registration Statement to deregister all of the Deferred Compensation Obligations reserved for issuance under the Plan which remain unissued on the Merger Date.

The filing of this Post-Effective Amendment No. 3 to Form S-8 Registration Statement is not an admission by the Registrant that the Deferred Compensation Obligations are securities or are subject to the registration requirements of the Securities Act of 1933, as amended.

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. 3 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on April 27, 2006.

WATER PIK TECHNOLOGIES, INC.

By: */s/ ROBERT J. RASP*
Robert J. Rasp
President and Chief Executive Officer - Pool
Products

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 3 to Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| <i>/s/ ROBERT J. RASP</i> Robert J. Rasp | President, Chief Executive Officer - Pool Products, Assistant Secretary and Director (Principal Executive Officer) | April 27, 2006 |
| <i>/s/ ANTHONY D. PRUDHOMME</i> Anthony D. Prudhomme | Vice President - Finance, Chief Financial Officer, Treasurer and Director (Principal Financial and Accounting Officer) | April 27, 2006 |
| <i>/s/ RICHARD P. BISSON</i> Richard P. Bisson | Chief Executive Officer Personal Health Care and Director | April 27, 2006 |