

VITAL IMAGES INC  
Form S-8 POS  
June 16, 2011

As filed with the Securities and Exchange Commission on June 16, 2011

Registration No. 333-67790

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

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

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**Vital Images, Inc.**

(Exact name of issuer as specified in its charter)

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

**42-1321776**  
(I.R.S. Employer Identification No.)

**5850 Opus Parkway, Suite 300, Minnetonka,**

**Minnesota**  
(Address of principal executive offices)

**55343-4414**  
(Zip Code)

**Vital Images, Inc. 1997 Stock Option and Incentive Plan**

**Certain Non-Plan Options**

(Full title of the plan)

**Michael H. Carrel**  
**President and Chief Executive Officer**  
**Vital Images, Inc.**  
**5850 Opus Parkway, Suite 300**  
**Minnetonka, Minnesota 55343-4414**  
**(952) 487-9500**

(Name, address, and telephone number of person authorized to receive notices  
and communications on behalf of the person(s) filing statement)

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**Copies To:**

**W. Morgan Burns**  
**Jonathan L.H. Nygren**  
Faegre & Benson LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
(612) 766-7000

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

Accelerated filer   
Smaller reporting company

**DEREGISTRATION OF SECURITIES**

In accordance with the undertaking of Vital Images, Inc. (the Company ) set forth in its Registration Statement on Form S-8 (File No. 333-67790) (the Registration Statement ) relating to a total of 1,075,000 shares of Common Stock, par value \$0.01 per share, issuable under its 1997 Stock Option and Incentive Plan (the Plan ), as well as 385,000 shares of Common Stock, par value \$0.01 per share, subject to certain non-plan options issued by the Company (the Non-Plan Options ), filed with the Securities and Exchange Commission (the SEC ) on August 17, 2001, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister any shares of Common Stock of the Company registered under the Registration Statement that have not been issued or sold. The Plan has been terminated and each option issued thereunder has been cancelled. The Company is delisting its Common Stock from The Nasdaq Global Select Market and deregistering its Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), through the filing of a Form 25 with the SEC on June 16, 2011 and a Form 15 thereafter. Because the Company will no longer be filing reports pursuant to the Exchange Act, the Company is deregistering the remaining shares of Common Stock that may be issued pursuant to the Non-Plan Options.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota on June 16, 2011.

VITAL IMAGES, INC.

By:

/s/ Michael H. Carrel  
Michael H. Carrel  
President and Chief Executive Officer