

INNOSPEC INC.  
Form S-8 POS  
February 09, 2006

As filed with the Securities and Exchange Commission on February 9, 2006

Registration No. 333-124139

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**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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**INNOSPEC INC.**

(Exact name of registrant as specified in its charter)

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

**98-0181725**  
(I.R.S. Employer  
Identification No.)

**Innospec Manufacturing Park, Ellesmere Port,**

**Cheshire, United Kingdom**  
(Address of Principal Executive Offices)

**CH65 4HF**  
(Zip Code)

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**Octel Corp. Performance Related Stock Option Plan**

**Octel Corp. Company Share Option Plan**

**Octel Corp. Non-Employee Directors Stock Option Plan**

**Octel Corp. Savings Related Share Option Scheme**

**2004 Octel Corp. Non Employee Directors Plan**

**2004 Octel Corp. Executive Co-Investment Plan**

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**Innospec Inc.**

**200 Executive Drive**

**Newark, Delaware 19702**

**U.S.A.**

**Telephone Number: (302) 454-8100 (US)**

**011-44-151-348-5825 (UK)**

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*Copy to:*

**David Patrick Eich**

**Kirkland & Ellis International LLP**

**Tower 42**

**25 Old Broad Street**

**London EC2N 1HQ**

**United Kingdom**

**+44 20 7816 8700**

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EXPLANATORY NOTE

The Registrant is filing this Post-Effective Amendment No. 1 ( Amendment No.1 ) to Form S-8 Registration Statement as an amendment to the Registration Form S-8 Registration Statement (No. 333-124139) originally filed on April 18, 2005 ( Original Filing ), for the purpose of modifying Item 8 of Part II and the Exhibit Index referenced therein. All other items of the Form S-8 Registration Statement remain unchanged. This Form S-8 Registration Statement incorporates by reference the Original Filing. Any items in the Original Filing not expressly changed hereby shall be as set forth in the Original Filing.

In particular, Exhibit 15.1 has been deleted from the Exhibit Index. The listing of Exhibit 15.1 was a result of a clerical error and the exhibit, which was never filed, should not have been listed in the Original Filing. In addition, the document filed as Exhibit 23.1 to the Original Filing was filed in error without the consent or authorization of the Registrant's Independent Registered Public Accounting Firm and no reliance should be placed upon it. The consent being filed herein as Exhibit 23.1 is the final executed consent of PricewaterhouseCoopers dated as of February 8, 2006. The Exhibit 23.1 filed herein supersedes and replaces Exhibit 23.1 filed with the original filing. In addition, Exhibits 4.1, 4.2, 4.3, 4.4, 4.5 and 4.6 now appear as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5 and 10.6 respectively. Exhibits 4.7 and 4.8 appear as Exhibits 3.1 and 3.2 respectively.

An Exhibit Index, amended to reflect the changes described above, is located at page 6 below.

**Part II**

**Information Required in the Registration Statement**

**Item 8 Exhibits.**

An Exhibit Index is located at page 5.

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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 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 Manchester, England, on February 9, 2006.

**Innospec Inc.**

By: /s/ Andrew Hartley

Title: General Counsel

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 the capacities indicated on February 9, 2006.

**Signature**

**Title**

/s/ Paul W. Jennings

President and Chief Executive Officer

/s/ James Lawler

Chief Financial Officer (Principal Financial Officer)

/s/ Neale Perrins

Controller (Principal Accounting Officer)

/s/ James Puckridge

Director

/s/ Benito Fiore

Director

/s/ Robert Bew

Director

/s/ Martin Hale

Director

/s/ Charles Hale

Director

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/s/ Samuel Haubold

Director

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/s/ Hugh Aldous

Director

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 of the Registrant's General Form for Registration of Securities on Form 10 (Amendment No. 1) filed on April 21, 1998 (File No. 001-13879).
3.2	Bylaws of the Registrant, incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K filed on March 31, 2005 (File No. 001-13879).
5.1	Opinion of counsel with respect to the legality of the securities being registered is not required as the shares being registered are not original issuance securities.
10.1(*)	Rules of the Octel Corp. Company Share Option Plan, as amended.
10.2(*)	Rules of the Octel Corp. Savings Related Share Option Scheme, as amended.
10.3	Rules of the Octel Corp. Non-Employee Directors' Stock Option Plan, incorporated by reference to Appendix F of the Registrant's Proxy Statement on Schedule 14A filed on March 15, 2004 (File No. 001-13879).
10.4	Rules of the Octel Corp. Performance Related Stock Option Plan, incorporated by reference to Appendix D of the Registrant's Proxy Statement on Schedule 14A filed on March 15, 2004 (File No. 001-13879).
10.5	Rules of the 2004 Octel Corp. Executive Co-Investment Stock Plan, incorporated by reference to Appendix C of the Registrant's Proxy Statement on Schedule 14A filed on March 15, 2004 (File No. 001-13879).
10.6	Rules of the 2004 Octel Corp. Non Employee Directors' Stock Plan, incorporated by reference to Appendix B of the Registrant's Proxy Statement on Schedule 14A filed on March 15, 2004 (File No. 001-13879).
23.1(+)	Consent of PricewaterhouseCoopers with respect to the financial statements of the Registrant for the fiscal year ended December 31, 2004.

\* Previously filed with Original Filing.

+ Provided herewith.