

HARTE HANKS INC  
Form S-8 POS  
June 07, 2013

As filed with the Securities and Exchange Commission on June 7, 2013

Registration No. 333-127993

**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**

**Harte-Hanks, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

**76-1677284**  
(I.R.S. Employer Identification  
Number)

**9601 McAllister Freeway, Suite 610, San Antonio, Texas 78216**

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(Address of Principal Executive Offices) (Zip Code)

**Harte-Hanks, Inc. 2005 Omnibus Incentive Plan**

(Full Title of the Plan)

**Robert L. R. Munden**

**Senior Vice President, General Counsel and Secretary**

**Harte-Hanks, Inc.**

**9601 McAllister Freeway, Suite 610**

**San Antonio, Texas 78216**

**(210) 829-9000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**With a copy to:**

**Cox Smith Matthews Incorporated**

112 East Pecan, Suite 1800

San Antonio, Texas 78205

Attn: Jeffrey C. Gifford

(210) 554-5560

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)



**DEREGISTRATION OF SECURITIES**

This Post-effective Amendment filed by Harte-Hanks, Inc. (the Registrant ) deregisters certain shares of the Registrant's Common Stock, \$1.00 par value per share that had been registered for issuance under the Harte-Hanks, Inc. 2005 Omnibus Incentive Plan, as amended (the 2005 Plan ) on the Registrant's Registration Statement (the Registration Statement ) on Form S-8 filed with the Securities and Exchange Commission on August 31, 2005, but which have not been issued and are not subject to outstanding awards under the 2005 Plan. On May 29, 2013, stockholders of the Registrant approved the Harte-Hanks, Inc. 2013 Omnibus Incentive Plan, which is intended to replace the 2005 Plan.

A total of 9,170,000 shares of Common Stock had been reserved for issuance under the 2005 Plan with 2,600,609 of such shares being unissued and not subject to outstanding awards.

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on the 7th day of June, 2013.

HARTE-HANKS, INC.  
(Registrant)

By:

/s/ Robert L. R. Munden  
Robert L. R. Munden, Senior Vice President, General  
Counsel and Secretary

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Harte-Hanks, Inc. hereby severally constitute and appoint Douglas C. Shepard and Robert L. R. Munden, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Post-Effective Amendment to the Registration Statement on Form S-8 filed herewith, any other Registration Statement related to the same offering, and any and all amendments (including post-effective amendments) to the Registration Statement, and generally to do all things in our name and behalf in the capacities indicated below to enable Harte-Hanks, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements to the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Name and Title	Date
/s/ Larry D. Franklin Larry D. Franklin	President, Chief Executive Officer (Principal Executive Officer), Chairman of the Board of Directors and Director	June 7, 2013
/s/ Douglas C. Shepard Douglas C. Shepard	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 7, 2013
/s/ Judy C. Odom Judy C. Odom	Director	June 7, 2013
/s/ David L. Copeland David L. Copeland	Director	June 7, 2013
/s/ William F. Farley William F. Farley	Director	June 7, 2013
Karen A. Puckett	Director	June 7, 2013
/s/ Christopher M. Harte Christopher M. Harte	Director	June 7, 2013
/s/ Stephen E. Carley Stephen E. Carley	Director	June 7, 2013
Scott C. Key	Director	June 7, 2013

**EXHIBIT INDEX**

The following exhibits are filed as a part of this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>
24.1	Power of Attorney included on page 4 hereof