

INTEGRYS ENERGY GROUP, INC.  
Form S-8 POS  
June 29, 2015

As filed with the Securities and Exchange Commission on June 29, 2015

Registration No. 333-195989  
Registration No. 333-168540  
Registration No. 333-150312  
Registration No. 333-150311  
Registration No. 333-140912  
Registration No. 333-127890  
Registration No. 333-127889  
Registration No. 333-81134  
Registration No. 333-71992  
Registration No. 333-71990  
Registration No. 333-93193  
Registration No. 333-63101  
Registration No. 033-65167-01

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

Washington, D.C. 20549

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-195989

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Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-71992

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-71990

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-93193

# FORM S-8

## REGISTRATION STATEMENT

### UNDER

### THE SECURITIES ACT OF 1933

# INTEGRYS ENERGY GROUP, INC.

(Exact name of Registrant as specified in its charter)

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

**39-1775292**  
(I.R.S. Employer Identification No.)

**231 West Michigan Street**

**Milwaukee, Wisconsin 53201**

**(414) 221-2345**

(Address Of Principal Executive Offices)

**IntegrYS Energy Group, Inc. 2014 Omnibus Incentive Compensation Plan**

**IntegrYS Energy Group, Inc. 2010 Omnibus Incentive Compensation Plan**

**IntegrYS Energy Group, Inc. 2007 Omnibus Incentive Compensation Plan**

**IntegrYS Energy Group, Inc. Deferred Compensation Plan**

**Peoples Energy Corporation Directors Stock and Option Plan**

**Peoples Energy Corporation 1990 Long-Term Incentive Compensation Plan**

**WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan**

**WPS Resources Corporation Deferred Compensation Plan**

**WPS Resources Corporation Omnibus Incentive Compensation Plan**

**WPS Resources Corporation Non-Employee Director Deferred Compensation and Deferred Stock Unit Plan**

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**WPS Resources Corporation 1999 Stock Option Plan**

**WPS Resources Corporation 1999 Non-Employee Directors Stock Option Plan**

(Full titles of the plans)

**Susan H. Martin  
Integrys Holding, Inc.  
231 West Michigan Street  
Milwaukee, Wisconsin 53201  
(414) 221-2345**

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

**With copies to:**

**Rodd M. Schreiber**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**155 N. Wacker Dr.**

**Chicago, Illinois 60606**

**(312) 407-0700**

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   
(do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

Integrys Holding, Inc., a Wisconsin corporation (the **Successor** ), as successor by merger to Integrys Energy Group, Inc., a Wisconsin corporation (f/k/a WPS Resources Corporation) (the **Company** ), is filing these post-effective amendments related to the following Registration Statements of the Company on Form S-8 (collectively, the **Registration Statements** ) filed by the Company with the Securities and Exchange Commission (the **SEC** ):

1. Registration Statement 333-195989, registering 3,000,000 shares of common stock, par value \$1.00 per share of the Company (the **Common Stock** ) issuable under the Integrys Energy Group, Inc. 2014 Omnibus Incentive Compensation Plan, which was filed with the SEC and became effective on May 15, 2014.
2. Registration Statement 333-168540, registering 3,000,000 shares of Common Stock issuable under the Integrys Energy Group, Inc. 2010 Omnibus Incentive Compensation Plan, which was filed with the SEC and became effective on August 5, 2010.
3. Registration Statement 333-150312, registering 3,500,000 shares of Common Stock issuable under the Integrys Energy Group, Inc. 2007 Omnibus Incentive Compensation Plan, which was filed with the SEC and became effective on April 18, 2008.
4. Registration Statement 333-150311, registering 700,000 shares of Common Stock issuable under the Integrys Energy Group, Inc. Deferred Compensation Plan, which was filed with the SEC and became effective on April 18, 2008.
5. Registration Statement 333-140912, registering 383,295 shares of Common Stock issuable under the Peoples Energy Corporation Directors Stock and Option Plan and the Peoples Energy Corporation 1990 Long-Term Incentive Compensation Plan, which was filed with the SEC and became effective on February 26, 2007.
6. Registration Statement 333-127890, registering 1,600,000 shares of Common Stock and common stock purchase rights issuable under the WPS Resources Corporation 2005 Omnibus Incentive Compensation Plan, which was filed with the SEC and became effective on August 26, 2005.
7. Registration Statement 333-127889, registering 448,000 shares of Common Stock and common stock purchase rights issuable under the WPS Resources Corporation Deferred Compensation Plan, which was filed with the SEC and became effective on August 26, 2005.
8. Registration Statement 333-81134, registering 2,000,000 shares of Common Stock issuable under the WPS Resources Corporation Omnibus Incentive Compensation Plan, which was filed with the SEC and became effective January 22, 2002.

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9. Registration Statement 333-71992, registering 30,000 shares of Common Stock issuable under the WPS Resources Corporation Non-Employee Director Deferred Compensation and Deferred Stock Unit Plan and \$1,000,000 in deferred compensation obligations, which was filed with the SEC and became effective on October 22, 2001.
10. Registration Statement 333-71990, registering 62,000 shares of Common Stock issuable under the WPS Resources Corporation Deferred Compensation Plan and \$5,300,000 in deferred compensation obligations, which was filed with the SEC and became effective on October 22, 2001.
11. Registration Statement 333-93193, registering 1,600,000 shares of Common Stock and purchase rights issuable under the WPS Resources Corporation 1999 Stock Option Plan and the WPS Resources Corporation 1999 Non-Employee Directors Stock Option Plan, which was filed with the SEC and became effective on December 21, 1999.
12. Registration Statement 333-63101, registering 180,000 shares of Common Stock issuable under the WPS Resources Corporation Deferred Compensation Plan and \$10,450,000 in deferred compensation obligations, which was filed with the SEC and became effective on September 9, 1998.
13. Registration Statement 033-65167-01, registering 30,000 shares of Common Stock issuable under the WPS Resources Corporation Deferred Compensation Plan and \$5,890,000 in deferred compensation obligations, which was filed with the SEC and became effective on December 19, 1995.

On June 29, 2015, pursuant to that certain Agreement and Plan of Merger, dated as of June 22, 2014 (the Merger Agreement ), by and among the Company, the Successor, WEC Acquisition Corp., a Wisconsin corporation ( Initial Merger Sub ), and WEC Energy Group, Inc. (f/k/a Wisconsin Energy Corporation), a Wisconsin corporation and the sole stockholder of the Successor ( Parent ), (i) Initial Merger Sub merged with and into the Company (the Initial Merger ), with the Company surviving the Initial Merger as a wholly owned subsidiary of Parent, and (ii) immediately after the effective time of the Initial Merger, the Company merged with and into the Successor (the Subsequent Merger ), with the Successor surviving the Subsequent Merger as a wholly owned subsidiary of Parent. As a result of the transactions contemplated by the Merger Agreement, the Successor has terminated all offerings of the Company s securities pursuant to the Registration Statements.

Accordingly, the Successor hereby terminates the effectiveness of the Registration Statements and, by means of the post-effective amendments, removes from registration any and all securities of the Company that had been registered for issuance but remain unsold under the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant has duly caused these post-effective amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on June 29, 2015.

**INTEGRYS HOLDING, INC.**

(as successor by merger to Integrys Energy  
Group, Inc.)

By: /s/ Scott J. Lauber  
Scott J. Lauber  
Vice President and Treasurer