

UNIVERSAL COMPRESSION HOLDINGS INC

Form S-8 POS

September 04, 2007

As filed with the Securities and Exchange Commission on September 4, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

POST EFFECTIVE AMENDMENT NO. 1 TO  
**Form S-8 Registration Statement No. 333-120108**

POST EFFECTIVE AMENDMENT NO. 1 TO  
**Form S-8 Registration Statement No. 333-99473**

POST EFFECTIVE AMENDMENT NO. 1 TO  
**Form S-8 Registration Statement No. 333-69504**

POST EFFECTIVE AMENDMENT NO. 1 TO  
**Form S-8 Registration Statement No. 333-67784**

POST EFFECTIVE AMENDMENT NO. 1 TO  
**Form S-8 Registration Statement No. 333-55260**

POST EFFECTIVE AMENDMENT NO. 1 TO  
**Form S-8 Registration Statement No. 333-37648**

**UNDER THE SECURITIES ACT OF 1933**

**Universal Compression Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**

(State or other jurisdiction of  
incorporation or organization)

**13-3989167**

(I.R.S. Employer  
Identification No.)

**4444 Brittmoore Road**

**Houston, Texas**

(Address of Principal  
Executive Offices)

**77041**

(Zip code)

**Universal Compression Holdings, Inc. Incentive Stock Option Plan**

**Universal Compression Holdings, Inc. Restricted Stock Plan**

**Universal Compression, Inc. 401(k) Retirement and Savings Plan**

**Universal Compression, Inc. Employees Supplemental Savings Plan**

**Universal Compression Holdings, Inc. Employee Stock Purchase Plan**

**Universal Compression Holdings, Inc. Restricted Stock Plan For Executive Officers**

**Universal Compression Holdings, Inc. Directors Stock Plan**

(Full title of the plan)

**Donald C. Wayne**

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

**Exterranean Holdings, Inc.**

**4444 Brittmoore**

**Houston, Texas 77041**

(Name and address of agent for service)

**(713) 335-7000**

(Telephone number, including area code, of agent for service)

### **DEREGISTRATION OF UNSOLD SECURITIES**

These Post-Effective Amendments relate to the following Registration Statements of Universal Compression Holdings, Inc. (the Registrant ).

**Registration Statement on Form S-8 (File No. 333-120108) pertaining to the registration of 1,000,000 shares of the Registrant's common stock issuable under the Registrant's Incentive Stock Option Plan and 1,000,000 shares of the Registrant's common stock issuable under the Registrant's Restricted Stock Plan.**

**Registration Statement on Form S-8 (File No. 333-99473) pertaining to the registration of 2,000,000 shares of the Registrant's common stock issuable under the Registrant's Incentive Stock Option Plan, 400,000 shares of the Registrant's common stock issuable under the Universal Compression, Inc. 401(k) Retirement and Savings Plan and 20,000 shares of the Registrant's common stock issuable under the Universal Compression, Inc. Employees' Supplemental Savings Plan.**

**Registration Statement on Form S-8 (File No. 333-69504) pertaining to the registration of 100,000 shares of the Registrant's common stock issuable under the Universal Compression, Inc. 401(k) Retirement and Savings Plan.**

**Registration Statement on Form S-8 (File No. 333-67784) pertaining to the registration of 250,000 shares of the Registrant's common stock issuable under the Registrant's Employee Stock Purchase Plan, 350,000 shares of the Registrant's common stock issuable under the Registrant's Restricted Stock Plan for Executive Officers and 15,000 shares of the Registrant's common stock issuable under the Registrant's Directors' Stock Plan.**

**Registration Statement on Form S-8 (File No. 333-55260) pertaining to the registration of 1,100,000 shares of the Registrant's common stock issuable under the Registrant's Incentive Stock Option Plan.**

**Registration Statement on Form S-8 (File No. 333-37648) pertaining to the registration of 1,912,421 shares of the Registrant's common stock issuable under the Registrant's Incentive Stock Option Plan.**

The Registration Statements referred to above are collectively referred to as the Registration Statements ; the Plans referred to above are collectively referred to as the Plans.

On August 20, 2007, pursuant to an Agreement and Plan of Merger, dated as of February 5, 2007, as amended on June 25, 2007 (the Merger Agreement ), by and among the Registrant, Exterran Holdings, Inc. (formerly known as Iliad Holdings, Inc.) ( Exterran ), Hanover Compressor Company, Ulysses Sub, Inc., a wholly owned subsidiary of Exterran, and Hector Sub, Inc., a wholly owned subsidiary of Exterran, Ulysses Sub, Inc. merged with and into the Registrant. As a result of this merger, the Registrant became a wholly owned subsidiary of Exterran. As provided in the Merger Agreement, each issued and outstanding share of the Registrant's common stock was automatically converted into the right to receive one share of Exterran common stock. The Registrant subsequently merged with and into Exterran, with Exterran surviving that merger.

In accordance with an undertaking made by the Registrant in the Registration Statements to remove by means of a post-effective amendment any shares of the Registrant's common stock that remain unsold at the termination of the offering, the Registrant hereby deregisters any and all shares of common stock originally reserved for issuance under the Plans and registered under the Registration Statements listed above that remain unissued at the effective time of the mergers contemplated by the Merger Agreement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Universal Compression Holdings, Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form S-8 are met and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned thereunto duly authorized, in Houston, Texas on the 4<sup>th</sup> day of September 2007.

**UNIVERSAL COMPRESSION  
HOLDINGS, INC.**

By: /s/ Donald C. Wayne  
Donald C. Wayne  
Senior Vice President, General Counsel  
and Secretary  
Exterran Holdings, Inc.  
(successor to Universal Compression  
Holdings, Inc.)