

OM GROUP INC  
Form S-8 POS  
April 28, 2014

As filed with the Securities and Exchange Commission on April 28, 2014.

**Registration No. 333-07531**

**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***

**OM GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

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

**52-1736882  
(I.R.S. Employer  
Identification No.)**

**950 Main Avenue,  
Suite 1300  
Cleveland, Ohio** **44113-7210**  
(Address of principal executive offices) (Zip Code)  
**OM Group, Inc. Non-Employee Directors Equity Compensation Plan**

**(Full title of the plans)**

**Valerie Gentile Sachs**

**Vice President, General Counsel and Secretary**

**OM Group, Inc.**

**950 Main Avenue, Suite 1300**

**Cleveland, Ohio 44113-7210**

**(Name and address of agent for service)**

**(216) 781-0083**

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

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**DEREGISTRATION OF UNSOLD SECURITIES**

On July 3, 1996, OM Group, Inc. (the Company) filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-07531) (the Form S-8) registering 250,000 shares of the Company's Common Stock, \$0.01 par value (the Shares) to be issued to participants under the Company's Non-Employee Directors' Equity Compensation Plan (the Plan). The Company is no longer issuing securities under the Plan. This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed in order to deregister all Shares that were registered under the Form S-8 and remain unissued under the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, and the State of Ohio, on April 28, 2014.

OM GROUP, INC.

By: /s/ Valerie Gentile Sachs  
Valerie Gentile Sachs  
Vice President, General Counsel and  
Secretary