

PRIMEDIA INC
Form S-8 POS
March 08, 2007

As filed with the Securities and Exchange Commission on March 8, 2007

Registration No. 333-97395

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PRIMEDIA INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-364753

(I.R.S Employer Identification No.)

745 Fifth Avenue

New York, New York 10151

(Address of principal executive offices, including zip code)

PRIMEDIA THRIFT & RETIREMENT PLAN

(Full title of the plan)

Jason Thaler, Esq.

PRIMEDIA Inc.

745 Fifth Avenue

New York, New York 10151

(212) 745-0100

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

DEREGISTRATION

PRIMEDIA Inc. (the Registrant) is filing this post-effective amendment to **deregister** certain of the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 333-97395), filed with the Securities and Exchange Commission on July 31, 2002 (the registration Statement) with respect to shares of the Registrant's common stock, par value \$0.01 per share (Common Stock), thereby registering for issuance under the Registrant's Thrift & Retirement Plan (the Plan) an aggregate of 5,000,000 shares of Common Stock. Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, the Registration Statement was also deemed to register an indeterminate number of interests in the Plan (Interests). Of the aggregate shares registered under the Registration Statement, 791,282 shares have been sold and 4,208,718 shares remain unsold.

The Plan has been amended such that Common Stock is no longer an investment option available to the Plan's participants. Although the Plan continues in force, there will be no new purchases of Common Stock under the Plan. Accordingly, the Registrant has no obligations to maintain effectiveness of the Registration Statement. Pursuant to the undertaking contained in the Registration Statement, the Registrant is filing this Post-Effective Amendment to the Registration Statement to **deregister**, as of the date hereof, all Common Stock and Interests registered pursuant to the Registration Statement that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 8th day of February, 2007.

PRIMEDIA INC.

By: /s/ JASON THALER
Jason Thaler,
Senior Vice President, General Counsel

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

| Signature | Capacity | |
|--|--|------------------|
| /s/ DEAN B. NELSON (Dean B. Nelson) | Chairman, Chief Executive Officer and President | February 8, 2007 |
| /s/ BEVERLY C. CHELL (Beverly C. Chell) | Director | February 8, 2007 |
| /s/ DANIEL T. CIPORIN (Daniel T. Ciporin) | Director | February 8, 2007 |
| /s/ MEYER FELDBERG (Meyer Feldberg) | Director | February 8, 2007 |
| (Perry Golkin) | Director | February 8, 2007 |
| /s/ H. JOHN GREENIAUS (H. John Greeniaus) | Director | February 8, 2007 |
| /s/ KEVIN J. SMITH (Kevin J. Smith) | Director | February 8, 2007 |
| /s/ THOMAS C. UGER (Thomas C. Uger) | Director | February 8, 2007 |

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Signature

Capacity

| | | |
|--|---|------------------|
| /s/ KEVIN J. NEARY (Kevin J. Neary) | Senior Vice President and Chief Financial Officer | February 8, 2007 |
| /s/ ROBERT J. SFORZO (Robert J. Sforzo) | Senior Vice President, Chief Accounting Officer and Controller | February 8, 2007 |

Pursuant to the requirements of the Securities Act, the administrator of the PRIMEDIA Thrift and Retirement Plan has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, State of New York, on this 8th day of February, 2007.

PRIMEDIA Thrift & Retirement Plan

By: /s/ MICHAELANNE C. DISCEPOLO
Michaelanne C. Discepolo
Member of the PRIMEDIA Retirement Committee