

MCDONALDS CORP  
Form S-8 POS  
February 16, 2017

As filed with the Securities and Exchange Commission on February 16, 2017

Registration No. 333-36778

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**McDonald's Corporation**

(Exact name of registrant as specified in its charter)

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

**36-2361282**  
(I.R.S. Employer Identification No.)

**One McDonald s Plaza, Oak Brook, Illinois**  
(Address of Principal Executive Offices)

**60523-1900**  
(Zip Code)

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**McDONALD S CORPORATION 1992 STOCK OWNERSHIP INCENTIVE PLAN**

(Full title of the plan)

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**Gloria Santona**

**Corporate Executive Vice President,**

**General Counsel and Secretary**

**McDonald s Corporation**

**One McDonald s Plaza**

**Oak Brook, Illinois 60523-1900**

(Name and address of agent for service)

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**(630) 623-3000**

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

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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

Smaller reporting company

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-36778) filed by McDonald's Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on May 11, 2000 (the "Registration Statement") to register 28,000,000 shares of the Registrant's Common Stock for issuance under the McDonald's Corporation 1992 Stock Ownership Incentive Plan (the "Plan"). As of the date of this Post-Effective Amendment, no additional shares of Common Stock registered will be issued under the Plan.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

24 Power of Attorney

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**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on this 16th day of February, 2017.

**McDONALD S CORPORATION**

By: /s/ Gloria Santona  
Gloria Santona  
Corporate Executive Vice President, General Counsel  
and  
Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature<br/>Title</b>  | <b>Date</b>       |
|---|-------------------|
| Lloyd H. Dean<br>Director   |                   |
| /s/ Stephen J. Easterbrook<br>Stephen J. Easterbrook<br>President, Chief Executive Officer and Director | February 13, 2017 |
| *<br>Robert A. Eckert<br>Director   | February 16, 2017 |
| Margaret H. Georgiadis<br>Director  |                   |
| *<br>Enrique Hernandez, Jr.<br>Chairman of the Board and Director                                       | February 16, 2017 |
| /s/ Catherine A. Hoovel<br>Catherine A. Hoovel<br>Corporate Vice President Chief Accounting Officer     | February 8, 2017  |
| *<br>Jeanne P. Jackson<br>Director  | February 16, 2017 |

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\*  
Richard H. Lenny  
Director

February 16, 2017

\*  
Walter E. Massey  
Director

February 16, 2017

John J. Mulligan  
Director

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Kevin M. Ozan  
Corporate Executive Vice President and Chief Financial Officer

February 16, 2017

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| <b>Signature<br/>Title</b>           | <b>Date</b>       |
|--------------------------------------|-------------------|
| *<br>Sheila A. Penrose<br>Director   | February 16, 2017 |
| *<br>John W. Rogers, Jr.<br>Director | February 16, 2017 |
| *<br>Miles D. White<br>Director      | February 16, 2017 |

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\* Gloria Santona, the undersigned attorney-in-fact, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment to the Registration Statement on behalf of the above indicated directors and officers of the Registrant pursuant to a power of attorney filed with the U.S. Securities and Exchange Commission.

By: /s/ Gloria Santona  
Gloria Santona  
Attorney-in-Fact

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
| 24                 | Power of Attorney  |

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