

APRIA HEALTHCARE GROUP INC  
Form POS AM  
November 06, 2008

As filed with the Securities and Exchange Commission on November 6, 2008

Registration No. 333-110577

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3 REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**APRIA HEALTHCARE GROUP INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**33-0488566**  
(I.R.S. Employer  
Identification No.)

**26220 Enterprise Court,**

**Lake Forest, CA 92630**

**(949) 639-2000**

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(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Robert S. Holcombe, Esq.**

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

**Apria Healthcare Group Inc.**

**26220 Enterprise Court**

**Lake Forest, California 92630**

**(949) 639-2000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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

Smaller Reporting Company

(Do not check if a smaller reporting company)

**TERMINATION OF REGISTRATION**

On October 28, 2008, pursuant to the Agreement and Plan of Merger, dated as of June 18, 2008, among Apria Healthcare Group Inc. (the Company), Sky Acquisition LLC, a Delaware limited liability company (Buyer), and Sky Merger Sub Corporation, a Delaware corporation (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company being the surviving entity and becoming a wholly-owned subsidiary of Buyer. As a result, the Company has terminated all offerings of its securities pursuant to all of its existing registration statements, including the Company's Registration Statement on Form S-3 (File No. 333-110577) (the Registration Statement). In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering, the Company hereby removes from registration any and all securities under the Registration Statement which remained unsold as of the effective time of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on November 6, 2008.

APRIA HEALTHCARE GROUP INC.  
Registrant

/s/ PETER A. REYNOLDS  
Peter A. Reynolds  
Chief Accounting Officer and Controller

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ NORMAN C. PAYSON, M.D.	Executive Chairman and	November 6, 2008
Norman C. Payson, M.D.	Interim Chief Executive Officer (Principal Executive Officer)	
/s/ CHRIS A. KARKENNY	Executive Vice President and	November 6, 2008
Chris A. Karkenny	Chief Financial Officer (Principal Financial Officer)	
/s/ PETER A. REYNOLDS	Chief Accounting Officer and Controller	November 6, 2008
Peter A. Reynolds	(Principal Accounting Officer)	
/s/ NEIL P. SIMPKINS	Director	November 6, 2008
Neil P. Simpkins		
/s/ PATRICK J. BOURKE III	Director	November 6, 2008
Patrick J. Bourke III		
/s/ MICHAEL DAL BELLO	Director	November 6, 2008
Michael Dal Bello		