

THOMSON REUTERS PLC /ADR/
Form S-8 POS
September 10, 2009

As filed with the Securities and Exchange Commission on September 10, 2009

Registration No. 333-152029
333-152029-01

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

| | | |
|-----------------------------|--|---------------------|
| Thomson Reuters Corporation | (Exact name of registrant as specified in its charter) | Thomson Reuters PLC |
| Ontario, Canada | (State or other jurisdiction of incorporation or organization) | England and Wales |
| 98-0176673 | (I.R.S. Employer Identification No. (if applicable)) | 98-0626457 |

3 Times Square
New York, New York 10036
(Address of principal executive offices)

Thomson Reuters Stock Incentive Plan
Thomson Reuters U.S. Employee Stock Purchase Plan
Thomson Reuters Global Employee Stock Purchase Plan
Thomson Reuters Deferred Compensation Plan
(Full title of the plans)

Thomson Reuters Holdings Inc.
Attn: Deirdre Stanley, Executive Vice President and General Counsel
3 Times Square

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New York, New York 10036
(Name and address of agent for service)

(646) 223-4000
(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. (Check one):

| | | | |
|---|--|--|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
|---|--|--|--|

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement (File No. 333-152029/333-152029-01) (the "2008 Registration Statement") is being filed to deregister 8,500,000 Thomson Reuters PLC ordinary shares that were previously registered for issuance as part of the 2008 Registration Statement, as originally filed on June 30, 2008. On September 10, 2009, Thomson Reuters will unify its dual listed company ("DLC") structure. Pursuant to the DLC unification, each ordinary share of Thomson Reuters PLC will be exchanged for one common share of Thomson Reuters Corporation, and Thomson Reuters PLC will become a wholly-owned subsidiary of Thomson Reuters Corporation. Accordingly, all outstanding Thomson Reuters PLC ordinary shares will either be cancelled or transferred to Thomson Reuters Corporation. Pursuant to the undertakings contained in the 2008 Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, Thomson Reuters Corporation and Thomson Reuters PLC are filing this Post-Effective Amendment No. 1 to the 2008 Registration Statement to deregister all 8,500,000 ordinary shares of Thomson Reuters PLC that were previously registered and have not been sold or otherwise issued as of the date of filing of this Post-Effective Amendment No. 1.

This Post-Effective Amendment No. 1 to the 2008 Registration Statement does not deregister any common shares of Thomson Reuters Corporation that were previously registered as part of the 2008 Registration Statement. Thomson Reuters Corporation plans to file a separate Registration Statement on Form S-8 (the "New Registration Statement") to register an additional 8,500,000 common shares of Thomson Reuters Corporation. The \$9,219.78 registration fee previously paid on June 30, 2008 to register the Thomson Reuters PLC ordinary shares under the 2008 Registration Statement, and that are now being deregistered under this Post-Effective Amendment No. 1 to the 2008 Registration Statement, will be carried forward and applied to the registration fee that will be due when Thomson Reuters Corporation registers the same number of shares on the New Registration Statement.

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-8 and has duly caused this Post-Effective Amendment No. 1 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 9th day of September 2009.

THOMSON REUTERS CORPORATION

By: /s/ Deirdre Stanley
Name: Deirdre Stanley
Title: Executive Vice President and
General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated and on this 9th day of September 2009.

| Signature | Title |
|--------------------------|---|
| * Thomas H. Glocer | Chief Executive Officer and Director (principal executive officer) |
| * Robert D. Daleo | Executive Vice President and Chief Financial Officer (principal financial officer) |
| * Linda J. Walker | Senior Vice President, Controller and Chief Accounting Officer (principal accounting officer) |
| David Thomson | Chairman of the Board of Directors |
| * W. Geoffrey Beattie | Deputy Chairman of the Board of Directors |
| * Niall FitzGerald | Deputy Chairman of the Board of Directors |
| Manvinder S. Banga | Director |
| * Mary Cirillo | Director |
| * Steven A. Denning | Director |

*
Lawton Fitt

Director

*
Roger L. Martin

Director

| | |
|--|------------------|
| * | Director |
| Sir Deryck Maughan | |
| * | Director |
| Kenneth Olisa | |
| * | Director |
| Vance K. Opperman | |
| | Director |
| John M. Thompson | |
| * | Director |
| Peter J. Thomson | |
| * | Director |
| John A. Tory | |
| * By: /s/ Deirdre Stanley Deirdre Stanley | Attorney-in-Fact |

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed below by the undersigned, Thomson Reuters Corporation's duly authorized representative in the United States, on this 9th day of September 2009.

THOMSON REUTERS HOLDINGS INC.

By: /s/ Marc E. Gold
Name: Marc E. Gold
Title: Assistant Secretary

SIGNATURES

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THOMSON REUTERS PLC

By: /s/ Deirdre Stanley
Name: Deirdre Stanley
Title: Executive Vice President and
General Counsel

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