

Measurement Specialties Inc  
Form S-8 POS  
October 15, 2014

As filed with the Securities and Exchange Commission on October 14, 2014

REGISTRATION STATEMENT NO. 333-194098  
REGISTRATION STATEMENT NO. 333-192637  
REGISTRATION STATEMENT NO. 333-172071  
REGISTRATION STATEMENT NO. 333-155087  
REGISTRATION STATEMENT NO. 333-137650  
REGISTRATION STATEMENT NO. 333-129946  
REGISTRATION STATEMENT NO. 333-116966  
REGISTRATION STATEMENT NO. 333-66454

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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 NO. 333-194098  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-192637  
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-172071  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-155087  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-137650  
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-116966  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-66454

UNDER THE SECURITIES ACT OF 1933

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MEASUREMENT SPECIALTIES, INC.

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction of  
incorporation or organization)

22-2378738  
(I.R.S. Employer  
Identification No.)

Measurement Specialties, Inc.  
100 Lucas Way  
Hampton, VA 23666  
(757) 766-1500 (t)

(Address of Principal Executive Offices, Including Zip Code)

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Measurement Specialties, Inc. Nonqualified Deferred Compensation Plan  
Measurement Specialties, Inc. 2013 Equity Incentive Plan  
Amended and Restated Measurement Specialties, Inc. 2010 Equity Incentive Plan  
Measurement Specialties, Inc. 2008 Equity Incentive Plan

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Measurement Specialties, Inc. 2006 Stock Option Plan  
Measurement Specialties, Inc. 2006 Employee Stock Purchase Plan  
Savings Plan For Employees of Measurement Specialties, Inc.  
Measurement Specialties, Inc. 2003 Stock Option Plan  
Measurement Specialties, Inc. 1998 Stock Option Plan  
(Full title of the plan)

Mark Thomson  
Chief Financial Officer  
Measurement Specialties, Inc.  
100 Lucas Way  
Hampton, VA 23666  
(757) 766-1500 (t)

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

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With a copy to:  
William H. Aaronson  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017  
(212) 450-4000 (t)

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 Smaller reporting  
a smaller reporting company) company

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”) previously filed by Measurement Specialties, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “SEC”):

- Registration Statement No. 333-194098, filed with the SEC on February 24, 2014, registering \$6,000,000 of unsecured obligations to pay deferred compensation under the Measurement Specialties, Inc. Nonqualified Deferred Compensation Plan;
- Registration Statement No. 333-192637, filed with the SEC on December 3, 2013, registering 750,000 shares of common stock of the Registrant, no par value per share (“Common Stock”), under the Measurement Specialties, Inc. 2013 Equity Incentive Plan;
- Registration Statement No. 333-172071, filed with the SEC on February 4, 2011, registering 1,600,000 shares of Common Stock under the Measurement Specialties, Inc. Amended and Restated 2010 Equity Incentive Plan;
- Registration Statement No. 333-155087, filed with the SEC on November 5, 2008, registering 1,400,000 shares of Common Stock under the Measurement Specialties, Inc. 2008 Equity Incentive Plan;
- Registration Statement No. 333-137650, filed with the SEC on September 28, 2006, registering 1,000,000 shares of Common Stock under the Measurement Specialties, Inc. 2006 Stock Option Plan and 250,000 shares of Common Stock under the Measurement Specialties, Inc. 2006 Employee Stock Purchase Plan;
- Registration Statement No. 333-129946, filed with the SEC on November 23, 2005, registering 1,000,000 shares of Common Stock under the Savings Plan for Employees of Measurement Specialties, Inc.;
- Registration Statement No. 333-116966, filed with the SEC on June 29, 2004, registering 1,000,000 shares of Common Stock under the Measurement Specialties, Inc. 2003 Stock Option Plan; and
- Registration Statement No. 333-66454, filed with the SEC on August 1, 2001, registering 1,500,000 shares of Common Stock under the Measurement Specialties, Inc. 1998 Stock Option Plan.

On October 9, 2014, pursuant to the terms of the Agreement and Plan of Merger, dated as of June 18, 2014, by and among the Registrant, TE Connectivity Ltd., a Swiss corporation (“TE”), and Wolverine-Mars Acquisition, Inc., a Delaware corporation and a wholly owned indirect subsidiary of TE (“Merger Sub”), the Registrant was acquired by TE through a merger of Merger Sub with and into the Registrant (the “Merger”), with the Registrant surviving the Merger as a wholly owned indirect subsidiary of TE.

As a result of the Merger, the Registrant has terminated any and all offerings of the Registrant’s securities pursuant to the Registration Statements as of the date hereof. In accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities of the Registrant which had been registered for issuance but which remain unsold at the termination of the offering subject to the Registration Statements, the Registrant hereby removes from registration any and all securities registered under the Registration Statements that remain unsold as of the date hereof.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hampton, State of Virginia, on this 14th day of October, 2014.

MEASUREMENT  
SPECIALTIES, INC.

By: /s/ Mark Thomson  
Name: Mark Thomson  
Title: Chief Financial  
Officer

Note: No other person is required to sign this Post-Effective Amendment to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.