

INTERGRAPH CORP  
Form S-8 POS  
December 01, 2006

As Filed With the Securities and Exchange Commission  
on December 1, 2006

Registration Nos. 033-53849  
033-57211  
033-59621  
333-79137  
333-79129  
333-40300  
333-100923  
333-115479  
333-124891

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 033-53849  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 033-57211  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 033-59621  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-79137  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-79129  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-40300  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-100923  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-115479  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-124891**

**UNDER**

**THE SECURITIES ACT OF 1933  
INTERGRAPH CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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

**63-0573222**  
(I.R.S. Employer  
Identification No.)

**One Madison Industrial Park**  
**Huntsville, Alabama**  
(Address of Principal Executive Offices)

**35894-0001**  
(Zip Code)

**INTERGRAPH CORPORATION 1992 STOCK OPTION PLAN  
INTERGRAPH CORPORATION ASSUMPTION OF OPTIONS UNDER INTERCAP GRAPHICS  
SYSTEMS, INC. 1989**

**STOCK OPTION PLAN**  
**INTERGRAPH CORPORATION ASSUMPTION OF OPTIONS UNDER INTERCAP GRAPHICS**  
**SYSTEMS, INC. 1994 NONQUALIFIED STOCK OPTION PROGRAM**  
**INTERGRAPH CORPORATION 1995 STOCK PURCHASE PLAN**  
**INTERGRAPH CORPORATION 1997 STOCK OPTION PLAN**  
**INTERGRAPH CORPORATION NONEMPLOYEE DIRECTOR STOCK OPTION PLAN**  
**INTERGRAPH CORPORATION 2000 EMPLOYEE STOCK PURCHASE PLAN**  
**INTERGRAPH CORPORATION AMENDED AND RESTATED 2002 STOCK OPTION PLAN**  
**INTERGRAPH CORPORATION 2004 EQUITY INCENTIVE PLAN**  
**INTERGRAPH CORPORATION 2005 EMPLOYEE STOCK PURCHASE PLAN**

(Full Title of the Plan)

**David Vance Lucas**

**Vice President, Secretary and General Counsel**

**Intergraph Corporation**

**One Madison Industrial Park**

**Huntsville, Alabama 35894-0001**

**(256) 730-2000**

(Name, address and telephone number, including area code, of Agent for Service)

*With copies to:*

**Richard Capelouto**  
**Simpson Thacher & Bartlett LLP**  
**2550 Hanover Street**  
**Palo Alto, California 94304**

**J. Allen Overby**  
**Bass, Berry & Sims PLC**  
**315 Deaderick Street, Suite 2700**  
**Nashville, Tennessee 37238-3001**

### DEREGISTRATION OF UNSOLD SECURITIES

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 of Intergraph Corporation (the Registrant ) (collectively, the Registration Statements ):

File No. 033-53849, pertaining to the registration of 3,000,000 shares of the Registrant s common stock, par value \$.10 per share, issuable under the Registrant s 1992 Stock Option Plan, which was filed with the Securities and Exchange Commission (the SEC ) on May 27, 1994.

File No. 033-57211, pertaining to the registration of 148,718 shares of the Registrant s common stock, par value \$.10 per share, issuable under options assumed by the Registrant under the Intercap Graphics Systems, Inc. 1989 Stock Option Plan and the Intercap Graphics Systems, Inc. 1994 Nonqualified Stock Option Program, which were filed with the SEC on January 10, 1995.

File No. 033-59621, pertaining to the registration of 3,200,000 shares of the Registrant s common stock, par value \$.10 per share, issuable under the Registrant s 1995 Stock Purchase Plan, which was filed with the SEC on May 26, 1995.

File No. 333-79137, pertaining to the registration of 5,000,000 shares of the Registrant s common stock, par value \$.10 per share, issuable under the Registrant s 1997 Stock Option Plan, which was filed with the SEC on May 24, 1999.

File No. 333-79129, pertaining to the registration of 250,000 shares of the Registrant s common stock, par value \$.10 per share, under the Registrant s Nonemployee Director Stock Option Plan, which was filed with the SEC on May 24, 1999.

File No. 333-40300, pertaining to the registration of 3,000,000 shares of the Registrant s common stock, par value \$.10 per share, under the Registrant s 2000 Employee Stock Purchase Plan, which was filed with the SEC on June 28, 2000.

File No. 333-100923, pertaining to the registration of 2,000,000 shares of the Registrant s common stock, par value \$.10 per share, under the Registrant s Amended and Restated 2002 Stock Option Plan, which was filed with the SEC on November 1, 2002.

File No. 333-115479, pertaining to the registration of 3,366,850 shares of the Registrant s common stock, par value \$.10 per share, under the Registrant s 2004 Equity Incentive Plan, which was filed with the SEC on May 13, 2004.

File No. 333-124891, pertaining to the registration of 1,000,000 shares of the Registrant s common stock, par value \$.10 per share, under the Registrant s 2005 Employee Stock Purchase Plan, which was filed with the SEC on May 13, 2005.

On August 31, 2006, the Registrant entered into an Agreement and Plan of Merger (the Merger Agreement ) with Cobalt Holding Company, a Delaware corporation ( Parent ), and Cobalt Merger Corp., a Delaware corporation and a wholly-owned subsidiary of Parent ( Merger Sub ). Under the terms of the Merger Agreement, Merger Sub will be merged with and into the Registrant, with the Registrant continuing as the surviving corporation and a wholly-owned subsidiary of Parent (the Merger ). Parent is owned by Hellman & Friedman, LLC and Texas Pacific Group, private investment firms. The closing for the Merger (the Closing ) has occurred, and the Merger became effective November 28, 2006 pursuant to the Certificate of Merger filed on the same date with the Secretary of State of the State of Delaware.

Pursuant to Rule 478(a)(4) under the Securities Act of 1933, as amended, the Registrant hereby de-registers any and all shares of Common Stock originally reserved for issuance under the Registrant s 1992 Stock Option Plan, 1995 Stock Purchase Plan, 1997 Stock Option Plan, Nonemployee Director Stock Option Plan, 2000 Employee Stock Purchase Plan, Amended and Restated 2002 Stock Option Plan, 2004 Equity Incentive Plan and 2005 Employee Stock Purchase Plan or under options assumed by the Registrant under the Intercap Graphics Systems, Inc. 1989 Stock Option Plan and the Intercap Graphics Systems, Inc. 1994 Nonqualified Stock Option Program, and registered under the Registration Statements on Forms S-8 listed above, filed with the SEC on the dates listed above, which have not been issued.

**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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Huntsville, State of Alabama, on this 1st day of December, 2006.

**INTERGRAPH CORPORATION**

By: /s/ R. Halsey Wise  
R. Halsey Wise, President and  
Chief Executive Officer

**KNOW ALL MEN BY THESE PRESENTS**, each person whose signature appears below hereby constitutes and appoints R. Halsey Wise and Larry J. Laster, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments to the registration statements on Form S-8 have been signed below by the following persons in the capacities indicated on the date indicated below

Date: December 1, 2006

Signature	Title
/s/ R. Halsey Wise	President, Chief Executive Officer, and Director (Principal Executive Officer)
R. Halsey Wise	
/s/ Larry J. Laster	Senior Vice President and Treasurer
Larry J. Laster	
/s/ Anthony Colaluca, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Anthony Colaluca, Jr.	
/s/ Larry T. Miles	Vice President, Corporate Controller, and Chief Accounting Officer (Principal Accounting Officer)
Larry T. Miles	
/s/ John Marren	Director

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John Marren

/s/ Nehal Raj

Director

Nehal Raj

/s/ Bryan Taylor

Director

Bryan Taylor

/s/ David Tunnell

Director

David Tunnell

/s/ Anupam Mishra

Director

Anupam Mishra

/s/ Paul Barber

Director

Paul Barber