

XTENT INC
Form S-8 POS
August 27, 2009

As filed with the Securities and Exchange Commission on August 27, 2009

Registration No. 333-149765

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

XTENT, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41-2047573
(I.R.S. Employer
Identification Number)

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125 Constitution Drive

Menlo Park, CA 94025-1118

(650) 475-9400

(Address including zip code, and telephone number, including area code, of principal executive offices)

2006 EQUITY INCENTIVE PLAN

2006 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plans)

Gregory D. Casciaro

President and Chief Executive Officer

XTENT, Inc.

125 Constitution Drive

Menlo Park, CA 94025-1118

(650) 475-9400

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

Copy to:

Philip H. Oettinger, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304-1050

(650) 493-9300

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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 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)

DEREGISTRATION OF SECURITIES

XTENT, Inc., a Delaware corporation (the Company), is filing this post-effective amendment to deregister unsold shares of the Company's common stock (the Common Stock) that were registered under the Registration Statement on Form S-8 originally filed on March 17, 2008 (Registration No. 333-149765) (the Registration Statement) for issuance pursuant to the Company's 2006 Equity Incentive Plan and 2006 Employee Stock Purchase Plan.

On August 27, 2009, the Company's Certificate of Dissolution became effective with the Secretary of State of the State of Delaware and the Company was formally dissolved, pursuant to Delaware General Corporation Law (the Dissolution). In connection with the Dissolution, the Company hereby removes from registration the shares of Common Stock registered but unsold under the 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 Menlo Park, State of California, on this 27th day of August, 2009.

XTENT, INC.

By: /s/ Gregory D. Casciaro
Gregory D. Casciaro
President and Chief Executive Officer
(Principal Executive Officer)

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 and on the dates indicated.

| Signature | Title | Date |
|---|---|-----------------|
| /s/ Gregory D. Casciaro Gregory D. Casciaro | President, Chief Executive Officer and Director (Principal Executive Officer) | August 27, 2009 |
| /s/ Timothy D. Kahlenberg* Timothy D. Kahlenberg | Chief Financial Officer (Principal Accounting Officer) | August 27, 2009 |
| /s/ Henry A. Plain, Jr.* Henry A. Plain, Jr. | Director, Chairman of the Board | August 27, 2009 |
| /s/ Michael A. Carusi* Michael A. Carusi | Director | August 27, 2009 |
| /s/ Michael L. Eagle* Michael L. Eagle | Director | August 27, 2009 |
| /s/Robert E. Flaherty* Robert E. Flaherty | Director | August 27, 2009 |
| /s/ Edward W. Unkart* Edward W. Unkart | Director | August 27, 2009 |
| /s/ Allan R. Will* Allan R. Will | Director | August 27, 2009 |

* By: /s/ Gregory D. Casciaro
Gregory D. Casciaro
Attorney-in-Fact

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 24.1 | Power of Attorney (previously filed as an exhibit to the Registrant's Registration Statement on Form S-8 to which this is Post-Effective Amendment No. 1 on Form S-8). |