

VITAL IMAGES INC  
Form S-8 POS  
June 16, 2011

As filed with the Securities and Exchange Commission on June 16, 2011

Registration No. 333-137217

**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 UNDER THE**  
**SECURITIES ACT OF 1933**

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**Vital Images, Inc.**

(Exact name of issuer as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**42-1321776**  
(I.R.S. Employer Identification No.)

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**5850 Opus Parkway, Suite 300, Minnetonka,  
Minnesota**  
(Address of principal executive offices)

**55343-4414**  
(Zip Code)

**Vital Images, Inc. 2006 Long-Term Incentive Plan**

(Full title of the plan)

**Michael H. Carrel  
President and Chief Executive Officer  
Vital Images, Inc.  
5850 Opus Parkway, Suite 300  
Minnetonka, Minnesota 55343-4414  
(952) 487-9500**

(Name, address, and telephone number of person authorized to receive notices  
and communications on behalf of the person(s) filing statement)

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**Copies To:**

**W. Morgan Burns  
Jonathan L.H. Nygren  
Faegre & Benson LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
(612) 766-7000**

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

**DEREGISTRATION OF SECURITIES**

In accordance with the undertaking of Vital Images, Inc. (the Company ) set forth in its Registration Statement on Form S-8 (File No. 333-137217) (the Registration Statement ) relating to a total of 900,000 shares of Common Stock, par value \$0.01 per share, issuable under its 2006 Long-Term Incentive Plan (the Plan ) filed with the Securities and Exchange Commission (the SEC ) on September 8, 2006, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister any shares of Common Stock of the Company registered under the Registration Statement. The Plan has been terminated and each option issued thereunder has been cancelled. The Company is delisting its Common Stock from The Nasdaq Global Select Market and deregistering its Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), through the filing of a Form 25 with the SEC on June 16, 2011 and a Form 15 thereafter. Because the Company will no longer be filing reports pursuant to the Exchange Act, the Company is deregistering the remaining shares of Common Stock that may be issued pursuant to the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota on June 16, 2011.

VITAL IMAGES, INC.

By:

/s/ Michael H. Carrel  
Michael H. Carrel  
President and Chief Executive Officer