

BSQUARE CORP /WA  
Form S-8 POS  
November 05, 2009

As filed with the Securities and Exchange Commission on November 5, 2009

Registration No. 333-85340

**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*

**BSQUARE CORPORATION**

(Exact name of registrant as specified in its charter)

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

**91-1650880**  
(I.R.S. Employer

Identification No.)

**110 110<sup>th</sup> Avenue NE, Suite 200**

**Bellevue, Washington 98004**

(Address of Principal Executive Offices) (Zip Code)

**INFOGATION CORPORATION 1996 STOCK OPTION PLAN**

**INFOGATION CORPORATION 2001 STOCK OPTION/STOCK ISSUANCE PLAN**

(Full title of the plans)

**Brian T. Crowley**

**President and Chief Executive Officer**

**110 110<sup>th</sup> Avenue NE, Suite 200**

**Bellevue, Washington 98004**

(Name and address of agent for service)

**(425) 519-5900**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Michael J. Erickson, Esq.**

**Summit Law Group, PLLC**

**315 Fifth Avenue South, Suite 1000**

**Seattle, Washington 98104**

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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 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 type="checkbox"/>   | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input checked="" type="checkbox"/> |

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 (the Amendment ) relates to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 2, 2002 (File No. 333-85340) (the Registration Statement ) of BSQUARE Corporation (the Company ) pertaining to 21,513 shares (as adjusted to reflect the one-for-four reverse stock split effected on October 7, 2005) of the Company s common stock, no par value ( Common Stock ), authorized for issuance under the Company s Infogation Corporation 1996 Stock Option Plan (the 1996 Plan ) and 23,894 shares (as adjusted to reflect the one-for-four reverse stock split effected on October 7, 2005) of Common Stock, authorized for issuance under the Company s Infogation Corporation 2001 Stock Option/Stock Issuance Plan (the 2001 Plan ). The Company has subsequently terminated the 1996 Plan and the 2001 Plan.

As a result of the termination of the 1996 Plan and the 2001 Plan, the offering of Common Stock thereunder pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the 2,780 shares (as adjusted to reflect the one-for-four reverse stock split effected on October 7, 2005) of Common Stock registered but unsold under the 1996 Plan pursuant to the Registration Statement. All shares of Common Stock registered under the 2001 Plan pursuant to the Registration Statement have been sold. This Amendment shall not affect the remaining shares of Common Stock registered pursuant to the Registration Statement, and the effectiveness of the Registration Statement as to such shares shall continue unaffected by this Amendment.

**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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on the 5th day of November, 2009.

**BSQUARE CORPORATION**  
(Registrant)

By: */s/ BRIAN T. CROWLEY*  
**Brian T. Crowley**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated below on the 5th day of November, 2009.

| <b>Signature</b>   | <b>Title</b>  |
|--|---|
| <i>/s/ BRIAN T. CROWLEY</i><br><b>Brian T. Crowley</b>                   | President and Chief Executive Officer<br>(Principal Executive Officer)                              |
| <i>/s/ SCOTT C. MAHAN</i><br><b>Scott C. Mahan</b>                       | Vice President, Finance and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| <i>/s/ ELLIOTT H. JURGENSEN, JR.</i><br><b>Elliott H. Jurgensen, Jr.</b> | Chairman of the Board   |
| <i>/s/ DONALD B. BIBEULT</i><br><b>Donald B. Bibeault</b>                | Director  |
| <i>/s/ ELWOOD D. HOWSE, JR.</i><br><b>Elwood D. Howse, Jr.</b>           | Director  |
| <i>/s/ SCOT E. LAND</i><br><b>Scot E. Land</b>                           | Director  |
| <i>/s/ WILLIAM D. SAVOY</i><br><b>William D. Savoy</b>                   | Director  |
| <i>/s/ KENDRA VANDERMEULEN</i><br><b>Kendra VanderMeulen</b>             | Director  |