

DEUTSCHE TELEKOM AG
Form S-8 POS
June 21, 2010

As filed with the Securities and Exchange Commission on June 21, 2010

Registration No. 333-106591

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

DEUTSCHE TELEKOM AG
(Exact Name of Registrant as Specified in its Charter)

Federal Republic of Germany
(State or Other Jurisdiction of Incorporation
or Organization)

None
(IRS Employer Identification No.)

Friedrich-Ebert-Allee 140, 53113 Bonn, Germany
(Address of Principal Executive Offices)

Deutsche Telekom AG Stock Option Plan 2001—Tranche 2001
Deutsche Telekom AG Stock Option Plan 2001—Tranche 2002
(Full title of the plan)

Deutsche Telekom, Inc.
Attn: Klaus-Peter Statz
President & CEO
14 Wall Street, Suite 6B
New York, New York 10005

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+1 212 424 2900

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

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

Accelerated filer

Non-accelerated
filer

Smaller reporting
company

DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment relates to the Registration Statement No. 333-106591 filed on June 27, 2003 on Form S-8 (the "Registration Statement"), registering 141,130 ordinary shares (without par value) to be offered pursuant to the Deutsche Telekom AG Stock Option Plan 2001.

On April 21, 2010, Deutsche Telekom AG announced its intention to delist its American Depositary Shares and its underlying ordinary shares from the New York Stock Exchange and that this delisting would be followed by an application to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934, as amended. This post-effective amendment hereby terminates the Registration Statement and removes from registration all of the securities registered thereby which remain unsold as of the date hereof. As of the date hereof, Deutsche Telekom AG estimates that approximately 134,950 of the ordinary shares registered on Registration Statement No. 333-106591 in connection with Stock Option Plan 2001 remain unsold.

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. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Bonn, Germany, on June 21, 2010.

DEUTSCHE TELEKOM AG

By: /s/ René Obermann
Name: René Obermann
Title: Chief Executive Officer

By: /s/ Timotheus Höttges
Name: Timotheus Höttges
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to this Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated, in Bonn, Germany on June 21, 2010.

| Name | Title |
|---|--|
| /s/ René Obermann René Obermann | Member of the Management Board Chief Executive Officer |
| /s/ Timotheus Höttges Timotheus Höttges | Member of the Management Board For Finance (Chief Financial Officer and Principal Accounting Officer) |
| /s/ Dr. Manfred Balz Dr. Manfred Balz | Member of the Management Board For Data Privacy, Legal Affairs and Compliance |
| /s/ Reinhard Clemens Reinhard Clemens | Member of the Management Board For Systems Solutions |
| /s/ Guido Kerkhoff Guido Kerkhoff | Member of the Management Board For Europe |
| /s/ Thomas Sattelberger Thomas Sattelberger | Member of the Management Board For Human Resources |

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/s/ Niek Jan van Damme
Member of the Management Board
Niek Jan van Damme
For Germany

/s/ Edward Kozel
Member of the Management Board
Edward Kozel
For Technology and Innovation

SIGNATURES

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed the registration statement or amendment, solely in the capacity of the duly authorized representative of Deutsche Telekom AG in the United States, in the City of New York, State of New York, U.S.A., on June 21, 2010.

DEUTSCHE TELEKOM INC.

By: /s/ Klaus-Peter Statz
Name: Klaus-Peter Statz
Title: President and CEO