

VERTRUE INC  
Form S-8 POS  
August 16, 2007

As Filed with the Securities And Exchange Commission on August 16, 2007

Registration No. 333-139813

**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  
VERTRUE INCORPORATED  
(Name of the Issuer)**

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

**06-1276882**  
(I.R.S. Employer Identification No.)

**20 Glover Avenue  
Norwalk, Connecticut**  
(Address of Principal Executive Offices)

**06850**  
(Zip Code)

**2005 Equity Incentive Plan  
2006 Restricted Stock Plan for Non-Employee Directors**  
(Full Title of the Plans)

**George W. M. Thomas  
Senior Vice President and General Counsel  
Vertrue Incorporated  
20 Glover Avenue  
Norwalk, Connecticut 06850  
(203) 324-7635**  
(Name and Address of Agent for Service)

*Copies to:*  
**Carmen J. Romano, Esq.  
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Dechert LLP  
Circa Centre  
2929 Arch Street, 4<sup>th</sup> Floor  
Philadelphia, PA 19104  
(215) 994-4000**

**This Post-Effective Amendment No. 1 to the Form S-8 Registration Statement is being filed solely to remove from registration securities that were registered and will not be issued in connection with the Registrant's offering.**

Vertrue Incorporated (the Registrant) filed a Registration Statement on Form S-8 (No. 333-139813) (the Registration Statement) with the Securities and Exchange Commission with respect to a total of 1,150,000 shares of the Registrant's common stock, which were issuable in connection with the 2005 Equity Incentive Plan and the 2006 Restricted Stock Plan for Non-Employee Directors (collectively, the Stock Plans).

The Registrant entered into an Agreement and Plan of Merger, dated as of March 22, 2007, as amended by the Amendment to the Agreement and Plan of Merger, dated as of July 18, 2007 (the Merger Agreement), by and among the Registrant, Velo Holdings Inc., a Delaware corporation (Parent), and Velo Acquisition Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (Merger Sub), pursuant to which, among other things, Merger Sub would merge with and into the Registrant, the separate corporate existence of Merger Sub would cease, and the Registrant would continue as the surviving corporation (the Merger).

On August 15, 2007, the Registrant held a special meeting of stockholders at which the stockholders of the Registrant approved the adoption of the Merger Agreement. The Merger became effective on August 16, 2007 upon the filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

Pursuant to the Registrant's undertaking in Part II, Item 9 in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to withdraw the Registration Statement, including all amendments and exhibits to the Registration Statement, with respect to all unsold shares of Registrant common stock registered under the Registration Statement.

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**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 Norwalk, state of Connecticut on August 16, 2007.

VERTRUE INCORPORATED

By: /s/ Gary A. Johnson  
Name: Gary A. Johnson  
Title: President and Chief 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 indicated as of the 16th day of August, 2007:

| Signature  | Capacity   |
|--|--|
| /s/ Gary A. Johnson<br>Gary A. Johnson           | President, Chief Executive Officer and Director<br>(Principal Executive Officer)   |
| /s/ James B. Duffy<br>James B. Duffy             | Executive Vice President, Chief Financial Officer and<br>Chief Operating Officer (Principal Financial Officer<br>and Principal Accounting Officer) |
| /s/ Daniel J. Selmonosky<br>Daniel J. Selmonosky | Director   |
| /s/ James W. Koven<br>James W. Koven             | Director   |
| /s/ Christian Ahrens<br>Christian Ahrens         | Director   |
| /s/ Henry H. Briance<br>Henry H. Briance         | Director   |
| /s/ Paul Bartlett<br>Paul Bartlett               | Director   |

Director

William Collins