

PACER INTERNATIONAL INC  
Form S-8 POS  
April 01, 2014

**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***

**PACER INTERNATIONAL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Five Greenwich Office Park**

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

**Greenwich, CT 06831**  
**(Address of Principal Executive**  
**Offices)**

**69-0935669**  
**(I.R.S. Employer**  
**Identification Number)**

**Pacer International, Inc. 1999 Stock Option Plan**

**Pacer International, Inc. 2002 Stock Option Plan**

**(Full Titles of the Plans)**

**Gordon E. Devens**

**Senior Vice President, General Counsel and Secretary**

**XPO Logistics, Inc.**

**Five Greenwich Office Park**

**Greenwich, CT 06831**

**(Name and Address of agent for service)**

**(855) 976-4636**

**(Telephone Number, including Area Code, of agent for service)**

*Copy To:*

**Adam O. Emmerich**

**David K. Lam**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, NY 10019**

**(212) 403-1000**

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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.

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

### **DEREGISTRATION OF SECURITIES**

On July 1, 2002, Pacer International, Inc. (the Registrant ) filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-91698 (the Registration Statement ), for the registration of 2,535,334 shares of common stock, par value \$0.01 per share (the Common Stock ), under the Pacer International, Inc. 1999 Stock Option Plan and 500,000 shares of Common Stock under the Pacer International, Inc. 2002 Stock Option Plan.

On March 31, 2014, pursuant to the terms of the Agreement and Plan of Merger, dated as of January 5, 2014 (the Merger Agreement ), by and among the Registrant, XPO Logistics, Inc., and Acquisition Sub, Inc. ( Merger Sub ), Merger Sub merged with and into the Registrant (the Merger ), with the Registrant surviving the Merger. This Post-Effective Amendment to the Registration Statement is being filed solely for the purpose of deregistering any and all securities registered under the Registration Statement that 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 this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwich, Connecticut, on April 1, 2014.

PACER INTERNATIONAL, INC.

By: /s/ Gordon E. Devens  
Name: Gordon E. Devens  
Title: Assistant Secretary

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance upon Rule 478 of the Securities Act.