

CUMMINS INC
Form S-8 POS
September 24, 2014

**As filed with the United States Securities and
Exchange Commission on September 24, 2014**

Registration No. 333-181927

**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

CUMMINS INC.

(Exact name of registrant as specified in its charter)

Indiana

35 0257090

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(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

500 Jackson Street

Box 3005

Columbus, Indiana 47202-3005

(Address, Including Zip Code, of Principal Executive Offices)

Cummins Inc. 2012 Omnibus Incentive Plan

(Full Title of the Plan)

Sharon R. Barner
Vice President General Counsel

COPY TO:
Mark Sifferlen
Vice President - Ethics & Compliance and

500 Jackson Street

Corporate Secretary

P.O. Box 3005

500 Jackson Street

Columbus, Indiana 47202-3005

P.O. Box 3005

Columbus, Indiana 47202-3005

(812) 377-3609

(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 definition 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
(Do not check if smaller reporting company)

EXPLANATORY NOTE

On June 6, 2012, Cummins Inc. (the Company) registered on a Form S-8 for the 2012 Omnibus Incentive Plan (the Plan) a total of 7,509,467 shares of its common stock, par value \$2.50 per share. The 7,509,467 shares consisted of 3,500,000 shares to be offered for the first time under the Plan and 4,009,467 shares that had been reserved for issuance but never offered under the Cummins Inc. 2003 Stock Incentive Plan and that were transferred to the Plan when the Plan was approved by shareholders in May 2012. The Form S-8 indicated that the registration fee that the Company paid in June 2012 was calculated solely on the basis of the 3,500,000 shares to be offered for the first time under the Plan and that no additional fee was paid with respect to the 4,009,467 shares that were transferred to the Plan. The Company subsequently paid a registration fee of \$43,270 with respect to the 4,009,467 shares that were transferred to the Plan and is filing this post-effective amendment to reflect the payment of such fee.

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 Columbus, State of Indiana, on this 24th day of September, 2014.

CUMMINS INC.

By: /s/ Marsha L. Hunt
Marsha L. Hunt
Vice President Corporate Controller

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons on September 24, 2014 in the capacities indicated.

Signature

Title

_____*

Director and Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

N. Thomas Linebarger

_____*

Vice President Chief Financial Officer

Patrick J. Ward

(Principal Financial Officer)

/s/ Marsha L. Hunt

Vice President Corporate Controller

Marsha L. Hunt

(Principal Accounting Officer)

_____*

Director

Robert J. Bernhard

_____*

Director

Franklin R. Chang Diaz

SIGNATURES

_____*_____
Stephen B. Dobbs
Director

_____*_____
Robert K. Herdman
Director

_____*_____
Alexis M. Herman
Director

_____*_____
William I. Miller
Director

_____*_____
Georgia R. Nelson
Director

* By: /s/ Marsha L. Hunt_____

Marsha L. Hunt

Attorney-in-fact