

ARBITRON INC  
Form S-8 POS  
December 22, 2011

As filed with the Securities and Exchange Commission on December 22, 2011

Registration No. 333-28069

**U.S. SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 3**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**ARBITRON INC.**

(Exact name of registrant as specified in its charter)

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|   |   |
|---|---|
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |
| 9705 Patuxent Woods Drive   |   |
| Columbia, Maryland<br>(Address of Principal Executive Offices)    | 21046<br>(Zip Code)                     |

**CERIDIAN CORPORATION 1993 LONG-TERM INCENTIVE PLAN**

(Full title of the plans)

**Timothy T. Smith**

**Executive Vice President, Business Development & Strategy**

**Chief Legal Officer and Secretary**

**Arbitron Inc.**

**9705 Patuxent Woods Drive**

**Columbia, Maryland 21046**

**(410) 312-8000**

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

**POST-EFFECTIVE AMENDMENT NO. 3**

**TERMINATION OF REGISTRATION STATEMENT AND**

**DEREGISTRATION OF SECURITIES**

Prior to March 30, 2001, Ceridian Corporation was a publicly traded company whose principal lines of business were the human resource service businesses, the Comdata business, which provided transaction processing and regulatory compliance services for the transportation industry, and the radio audience measurement business. On March 30, 2001, Arbitron Inc. s ( Arbitron ) predecessor, Ceridian Corporation, completed a spin-off of its lines of business other than its radio audience measurement business to a newly formed company named New Ceridian and changed its name from Ceridian Corporation to Arbitron Inc.

The purpose of this Post-Effective Amendment No. 3 to Form S-8, Registration Statement No. 333-28069 for the Ceridian Corporation 1993 Long-Term Incentive Plan (the Plan ), is to deregister shares registered for issuance pursuant to the Plan. The Form S-8, which was filed with the Securities and Exchange Commission (the Commission ) on May 30, 1997, registered a total of 3,000,000 shares of common stock for issuance pursuant to the Plan. Amendment No. 1 to the Form S-8, which was filed with the Commission of October 22, 1999, stated that on May 20, 1999, the stockholders of Ceridian Corporation approved the 1999 Stock Incentive Plan (the 1999 Plan ), which replaces the 1993 Plan. Both the 1999 Plan and the 1993 Plan are long term incentive plans. As of October 4, 1999, 2,457,462 shares of such registered shares of Common Stock of Ceridian under the 1993 Plan had not been issued under the 1993 Plan and, are carried forward to, and deemed covered by the Registration Statement on Form S-8 (File No. 333-89565) in connection with the 1999 Plan. Amendment No. 2 to the Form S-8, which was filed with the Commission on February 28, 2001, stated that on December 31, 1999, the 1993 Plan expired and 2,695,048 registered shares remained available for issuance under the 1993 Plan. On October 22, 1999, 2,457,462 registered shares of Common Stock that had not been issued under the 1993 Plan were carried forward to, and deemed covered by the Registration Statement on Form S-8 filed by the Company with the Commission on October 22, 1999 in connection with the 1999 Plan (File No. 333-56296). Because no new awards of restricted stock or stock options can be made under the Plan, and because all of the awards of stock options which were granted under the Plan and for which the related shares of common stock were registered on Registration Statement No. 333-28069 either have been exercised in full or have expired due to the passage of time, no additional shares of common stock registered on Registration Statement No. 333-28069 can be purchased or otherwise issued under the Plan. As a result, Arbitron hereby removes from registration any and all shares of its common stock that were previously registered under Registration Statement No. 333-28069 and that remain unissued as of the date hereof, and hereby files this Post-Effective Amendment No. 3 to effect such removal and to terminate Registration Statement No. 333-28069.

As there are no securities being registered in this amendment, and the sole purpose of the amendment is to deregister securities, the disclosure requirements under the Securities Act of 1933 and the requirement for exhibits under Regulation S-K are inapplicable to this filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbia, State of Maryland, on this 22nd day of December, 2011.

**ARBITRON INC.**

By: */s/ WILLIAM T. KERR*  
**William T. Kerr**  
**President and Chief Executive Officer**

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>              | <b>Title</b>  | <b>Date</b>       |
|-------------------------------|---|-------------------|
| <i>/s/ WILLIAM T. KERR</i>    | President, Chief Executive Officer and                                  | December 22, 2011 |
| <b>William T. Kerr</b>        | Director (principal executive officer)                                  |                   |
| <i>/s/ RICHARD J. SURRETT</i> | Executive Vice President, Finance and                                   | December 22, 2011 |
| <b>Richard J. Surratt</b>     | Chief Financial Officer (principal<br>financial and accounting officer) |                   |
| *                             | Director  | December 22, 2011 |
| <b>Shellye L. Archambeau</b>  |   |                   |
| *                             | Director  | December 22, 2011 |
| <b>David W. Devonshire</b>    |   |                   |
| *                             | Director  | December 22, 2011 |
| <b>John A. Dimling</b>        |   |                   |
| *                             | Director  | December 22, 2011 |
| <b>Erica Farber</b>           |   |                   |
| *                             | Director  | December 22, 2011 |
| <b>Ronald G. Garriques</b>    |   |                   |
| *                             | Director  | December 22, 2011 |
| <b>Philip Guarascio</b>       |   |                   |

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\*

Director

December 22, 2011

**Larry E. Kittelberger**

\*

Director

December 22, 2011

**Luis G. Nogales**

\*

Director

December 22, 2011

**Richard A. Post**

\* By:

/s/ TIMOTHY T. SMITH  
**Timothy T. Smith**  
**Attorney-in-Fact**

**EXHIBIT INDEX**

| Exhibit<br>Number | Description       |
|-------------------|-------------------|
| 24.1              | Power of Attorney |