DUPONT E I DE NEMOURS & CO
Form S-8 POS
September 05, 2017

**As filed with the Securities and Exchange Commission on September 1, 2017**

**Registration No. 333-195452**

**Registration No. 333-195451**

**Registration No. 333-172151**

**Registration No. 333-164989**

**Registration No. 333-164988**

**Registration No. 333-164987**

**Registration No. 333-150605**

**Registration No. 333-147452**

**Registration No. 333-145038**

**Registration No. 333-144083**

**Registration No. 333-129496**

**Registration No. 333-129494**

**Registration No. 333-114330**

**Registration No. 333-114329**

**Registration No. 333-106585**

**Registration No. 333-106527**

**Registration No. 333-105228**

**Registration No. 333-105224**

**Registration No. 333-44358**

**Registration No. 333-44360**

**Registration No. 333-44362**

**Registration No. 333-34004**

**Registration No. 333-85599**

**Registration No. 333-82573**

**Registration No. 333-32185**

**Registration No. 033-61703**

**Registration No. 033-60037**

**Registration No. 033-51821**

**Registration No. 033-51817**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO:**

**FORM S-8 REGISTRATION STATEMENT NO. 333-195452**

**FORM S-8 REGISTRATION STATEMENT NO. 333-195451**

**FORM S-8 REGISTRATION STATEMENT NO. 333-172151**

**FORM S-8 REGISTRATION STATEMENT NO. 333-164989**

**FORM S-8 REGISTRATION STATEMENT NO. 333-164988**

**FORM S-8 REGISTRATION STATEMENT NO. 333-164987**

**FORM S-8 REGISTRATION STATEMENT NO. 333-150605**

**FORM S-8 REGISTRATION STATEMENT NO. 333-147452**

**FORM S-8 REGISTRATION STATEMENT NO. 333-145038**

**FORM S-8 REGISTRATION STATEMENT NO. 333-144083**

**FORM S-8 REGISTRATION STATEMENT NO. 333-129494**

**FORM S-8 REGISTRATION STATEMENT NO. 333-114330**

**FORM S-8 REGISTRATION STATEMENT NO. 333-114329**

**FORM S-8 REGISTRATION STATEMENT NO. 333-106585**

**FORM S-8 REGISTRATION STATEMENT NO. 333-106527**

**FORM S-8 REGISTRATION STATEMENT NO. 333-105228**

**FORM S-8 REGISTRATION STATEMENT NO. 333-105224**

**FORM S-8 REGISTRATION STATEMENT NO. 333-44358**

**FORM S-8 REGISTRATION STATEMENT NO. 333-44360**

**FORM S-8 REGISTRATION STATEMENT NO. 333-44362**

**FORM S-8 REGISTRATION STATEMENT NO. 333-34004**

**FORM S-8 REGISTRATION STATEMENT NO. 333-82573**

**FORM S-8 REGISTRATION STATEMENT NO. 333-32185**

**FORM S-8 REGISTRATION STATEMENT NO. 033-61703**

**FORM S-8 REGISTRATION STATEMENT NO. 033-60037**

**FORM S-8 REGISTRATION STATEMENT NO. 033-51821**

**FORM S-8 REGISTRATION STATEMENT NO. 033-51817**

**POST-EFFECTIVE AMENDMENT NO. 2 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-129496**

**POST-EFFECTIVE AMENDMENT NO. 2 ON FORM S-8 TO**

**FORM S-4 REGISTRATION STATEMENT NO. 333-85599**

***Under***

***The Securities Act of 1933***

**E. I. DU PONT DE NEMOURS AND COMPANY**

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **51-0014090** |
| **(State or other jurisdiction of** | **(I.R.S. Employer** |
| **incorporation or organization)** | **Identification Number)** |

**974 Centre Road**

**Wilmington, Delaware 19805**

**(Address, including zip code, of registrant s principal executive offices)**

**DuPont 401(k) and Profit Sharing Plan**

**E. I. du Pont de Nemours and Company Equity and Incentive Plan**

**E. I. du Pont de Nemours and Company Stock Performance Plan**

**E. I. du Pont de Nemours and Company Management Deferred Compensation Plan**

**E. I. du Pont de Nemours and Company Stock Accumulation and Deferred Compensation Plan for Directors**

**Pioneer Hi-Bred International, Inc. Savings Plan**

**DuPont Retirement Savings Plan**

**Retirement Savings Restoration Plan**

**Savings & Investment Plan of E. I. du Pont de Nemours and Company**

**DuPont Salary Deferral & Savings Restoration Plan**

**Thrift and Savings Plan for the Employees of Sentinel Transportation, L.L.C.**

**The Invironmentalists, Inc. 401(k) Plan**

**2002 Bicentennial Corporate Sharing Plan**

**June 2003 Grant of DuPont Stock Options to DuPont Canada Inc. Option Holders**

**DuPont Powder Coatings USA, Inc. Profit Sharing Plan**

**DuPont 401(k) and Profit Sharing Plan for DuPont Holographics, Inc., Polar Vision, Inc. and DuPont Displays, Inc.**

**Thrift Plan for Employees of Sentinel Transportation Company**

**Optimum Quality Grains, L.L.C. Retirement and Savings Plan**

**DuPont Residential Flooring Systems, Inc. 401(k) Plan**

**DuPont Commercial Flooring Systems, Inc. 401(k) Plan**

**Protein Technologies International, Inc. Savings and Investment Plan**

**Stock Option Plan**

**Qualicon Retirement and Savings Plan**

**1997 Corporate Sharing Plan of E. I. du Pont de Nemours and Company**

**Savings and Investment Plan**

**Salary Deferral and Savings Restoration Plan of E. I. du Pont de Nemours and Company**

**1995 Corporate Sharing Plan of E. I. du Pont de Nemours and Company**

**Thrift Plan for Employees of Conoco Inc.**

**Investment Plan for Salaried Employees of Consol Inc.**

**Stock Performance Plan**

**(Full titles of the plans)**

**Nicholas C. Fanandakis**

**Executive Vice President DuPont Finance**

**E. I. du Pont de Nemours and Company**

**974 Centre Road**

**Wilmington, Delaware 19805**

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

**(302) 774-1000**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filter, 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 (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment is being filed to deregister the Common Stock (as defined below) and the $0.60 Common Stock (as defined below) previously registered under the following Registration Statements, as applicable, of E. I. du Pont de Nemours and Company, a Delaware corporation (the Company ), on Form S-8 (collectively, the Registration Statements ) filed by the Company with the Securities and Exchange Commission (the SEC ), together with any and all plan interests and other securities registered thereunder:

Registration Statement No. 333-195452, originally filed with the SEC on April 23, 2014, registering 50,000 shares of common stock, par value $0.30 per share, of the Company ( Common Stock ) under the DuPont 401(k) and Profit Sharing Plan;

Registration Statement No. 333-195451, originally filed with the SEC on April 23, 2014, registering 10,000,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Equity and Incentive Plan;

Registration Statement No. 333-172151, originally filed with the SEC on February 10, 2011, registering 16,000,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Stock Performance Plan;

Registration Statement No. 333-164989, originally filed with the SEC on February 19, 2010, registering 1,000,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Management Deferred Compensation Plan;

Registration Statement No. 333-164988, originally filed with the SEC on February 19, 2010, registering 150,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Stock Accumulation and Deferred Compensation Plan for Directors;

Registration Statement No. 333-164987, originally filed with the SEC on February 19, 2010, registering 40,000,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Equity and Incentive Plan;

Registration Statement No. 333-150605, originally filed with the SEC on May 2, 2008, registering 100,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Management Deferred Compensation Plan;

Registration Statement No. 333-147452, originally filed with the SEC on November 16, 2007, registering 1,500,000 shares of Common Stock under the Pioneer Hi-Bred International, Inc. Savings Plan;

Registration Statement No. 333-145038, originally filed with the SEC on August 1, 2007, registering 20,000,000 shares of Common Stock under the E. I. du Pont de Nemours and Company Equity and Incentive Plan;

Registration Statement 333-144083, originally filed with the SEC on June 27, 2007, registering 50,000 shares of Common Stock under the DuPont 401(k) and Profit Sharing Plan;

Registration Statement No. 333-129496, originally filed with the SEC on November 4, 2005, registering 10,000,000 shares of Common Stock under the Savings & Investment Plan of E. I. du Pont de Nemours and Company, as amended January 23, 2007 to include the DuPont Retirement Savings Plan, the Retirement Savings Restoration Plan and the DuPont Salary Deferral & Savings Restoration Plan;

Registration Statement No. 333-129494, originally filed with the SEC on November 4, 2005, registering 300,000 shares of Common Stock under the Thrift and Savings Plan for Employees of Sentinel Transportation, L.L.C.;

Registration Statement No. 333-114330, originally filed with the SEC on April 8, 2004, registering 48,000,000 shares of Common Stock under the Savings & Investment Plan of E. I. du Pont de Nemours and Company;

Registration Statement No. 333-114329, originally filed with the SEC on April 8, 2004, registering 75,000 shares of Common Stock under The Invironmentalists, Inc. 401(k) Plan;

Registration Statement No. 333-106585, originally filed with the SEC on June 27, 2003, registering 13,946,600 shares of Common Stock under the 2002 Bicentennial Corporate Sharing Plan;

Registration Statement No. 333-106527, originally filed with the SEC on June 26, 2003, registering 1,744,000 shares of Common Stock under the June 2003 Grant of DuPont Stock Options to DuPont Canada Inc. Option Holders;

Registration Statement No. 333-105228, originally filed with the SEC on May 14, 2003, registering 10,000 shares of Common Stock under the DuPont Powder Coatings USA, Inc. Profit Sharing Plan;

Registration Statement No. 333-105224, originally filed with the SEC on May 14, 2003, registering 20,000 shares of Common Stock under the DuPont 401(k) and Profit Sharing Plan for DuPont Holographics, Inc., Polar Vision, Inc. and DuPont Displays, Inc.;

Registration Statement No. 333-44358, originally filed with the SEC on August 23, 2000, registering 200,000 shares of Common Stock under the Thrift Plan for Employees of Sentinel Transportation Company;

Registration Statement No. 333-44360, originally filed with the SEC on August 23, 2000, registering 27,000 shares of Common Stock under the Optimum Quality Grains, L.L.C. Retirement and Savings Plan;

Registration Statement No. 333-44362, originally filed with the SEC on August 23, 2000, registering 30,000 shares of Common Stock under the DuPont Residential Flooring Systems, Inc. 401(k) Plan and the DuPont Commercial Flooring Systems, Inc. 401(k) Plan;

Registration Statement No. 333-34004, originally filed with the SEC on April 4, 2000, registering 25,000 shares of Common Stock under the Protein Technologies International, Inc. Savings and Investment Plan;

Post-Effective Amendment No. 1 on Form S-8 to Registration Statement No. 333-85599 on Form S-4 originally filed with the SEC on October 12, 1999, registering 3,000,000 shares of Common Stock under the Stock Option Plan;

Registration Statement No. 333-82573, originally filed with the SEC on July 9, 1999, registering 15,000 shares of Common Stock under the Qualicon Retirement and Savings Plan;

Registration Statement No. 333-32185, originally filed with the SEC on July 28, 1997, registering 19,000,000 shares of Common Stock under the 1997 Corporate Sharing Plan of E. I. du Pont de Nemours and Company;

Registration Statement No. 033-61703, originally filed with the SEC on August 10, 1995, registering 11,000,000 shares of common stock, par value $0.60 per share, of the Company ( $0.60 Common Stock ) under the Savings and Investment Plan and the Salary Deferral and Savings Restoration Plan of E. I. du Pont de Nemours and Company;

Registration Statement No. 033-60037, originally filed with the SEC on June 7, 1995, registering 10,100,000 shares of $0.60 Common Stock under the 1995 Corporate Sharing Plan of E. I. du Pont de Nemours and Company;

Registration Statement No. 033-51821, originally filed with the SEC on January 6, 1994, registering 9,000,000 shares of $0.60 Common Stock under the Thrift Plan for Employees of Conoco Inc. and the Investment Plan for Salaried Employees of Consol Inc.; and

Registration Statement No. 033-51817, originally filed with the SEC on January 6, 1994, registering 15,000,000 shares of $0.60 Common Stock under the Stock Performance Plan.

On August 31, 2017, pursuant to the Agreement and Plan of Merger dated as of December 11, 2015, as amended on March 31, 2017, (the Merger Agreement ) by and among The Dow Chemical Company ( Dow ), the Company, DowDuPont Inc. (f/k/a Diamond-Orion Holdco, Inc.) ( DowDuPont ), Diamond Merger Sub, Inc. ( Diamond Merger Sub ) and Orion Merger Sub, Inc. ( Orion Merger Sub ), (i) Diamond Merger Sub was merged with and into Dow, with Dow surviving the merger as a wholly owned subsidiary of DowDuPont (the Diamond Merger ) and (ii) Orion Merger Sub was merged with and into the Company, with the Company surviving the merger as a subsidiary of DowDuPont (the Orion Merger and together with the Diamond Merger, the Mergers ). Following the consummation of the Mergers, each of Dow and the Company became subsidiaries of DowDuPont.

At the effective time of the Mergers, pursuant to and on the terms and conditions set forth in the Merger Agreement, DowDuPont assumed (x) the sponsorship of the following plans under which the Company offered securities: (i) The DuPont Equity and Incentive Plan, (ii) The DuPont Stock Performance Plan, (iii) The DuPont Retirement Savings Plan, (iv) The DuPont Management Deferred Compensation Plan, (v) The DuPont Stock Accumulation and Deferred Compensation Plan for Directors and (vi) The DuPont Retirement Savings Restoration Plan (each, an Assumed Plan and collectively the Assumed Plans ) and (y) all outstanding awards granted under the Assumed Plans, and each reference in each Assumed Plan and such awards to the Company became a reference to DowDuPont and each reference to the Common Stock became a reference to the common stock, par value $0.01 per share, of DowDuPont.

As a result of the completion of the Mergers, the Company has terminated all offerings of the Company s securities pursuant to the Registration Statements. In accordance with an undertaking made by the Company in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offerings, the Company hereby removes and withdraws from registration all of such securities registered but unsold under the Registration Statements, if any. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

**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 these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, Delaware on September 1, 2017.

**E. I. DU PONT DE NEMOURS AND COMPANY**

By: /s/ Jeanmarie F. Desmond
Name: Jeanmarie F. Desmond
Title: Vice President and Controller

No other person is required to sign the Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933.