

INTL FCSTONE INC.  
Form S-8 POS  
June 01, 2017

As filed with the Securities and Exchange Commission on June 1, 2017  
Registration No. 333-160832

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No. 2 to  
FORM S-8  
To Form S-4 (Registration No. 333-160832)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTL FCSTONE INC.  
(Exact name of registrant as specified in its charter)

DELAWARE 59-2921318  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

708 Third Avenue, Suite 1500  
New York, NY 10017  
(Address of principal executive offices) (ZIP code)

FCSTONE 2006 EQUITY INCENTIVE PLAN  
(Full title of the plans)

Brian T. Sephton  
INTL FCStone Inc.  
329 North Park Avenue, Suite 350  
Winter Park, Florida 32789  
(Name and address of agent for service)

(407) 741-5300  
(Telephone number, including area code, of agent for service)

Copy to:

Scott D. Claassen  
Stinson Leonard Street LLP  
1201 Walnut, Suite 2900  
Kansas City, Missouri 64106  
(816) 842-8600

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

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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

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EXPLANATORY NOTE

INTL FCStone Inc., a Delaware corporation, (formerly International Assets Holding Corporation) is filing this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 (Registration No. 333-160832) to deregister certain shares of the Registrant's common stock, par value \$0.01 per share, previously registered for issuance under the FCStone Group, Inc. 2006 Equity Incentive Plan ("the Stock Option Plan") by the Registrant pursuant to Registration Statement on Form S-8 (Registration No. 333-160832). The Registrant registered 814,511 shares of Common Stock pursuant to the Stock Option Plan. The Registrant hereby amends the Registration Statement on Form S-8 to deregister all shares of Common Stock that were previously registered and that remain unissued under the Stock Option Plan. After giving effect to this Post-Effective Amendment No. 2, there will be no remaining shares of Common Stock registered for issuance under the Stock Option Plan.

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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-Effect Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on June 1, 2017.

INTL FCSTONE INC.

By: /s/ William J. Dunaway  
William J. Dunaway  
Chief Financial Officer

Note: No other person is required to sign this post-effective amendment to the Registration Statement on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.