

WATER PIK TECHNOLOGIES INC  
Form S-8 POS  
April 27, 2006

As filed with the Securities and Exchange Commission on April 27, 2006

Registration No. 333-96457

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

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**Water Pik Technologies, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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

**25-1843384**  
(I.R.S. Employer  
Identification No.)

**23 Corporate Plaza, Suite 246**  
**Newport Beach, California 92660**

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

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**Water Pik Technologies, Inc.  
Employee Stock Purchase Plan**

(Full Title of the Plan)

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**Richard D. Tipton  
Vice President, General Counsel and Secretary  
Water Pik Technologies, Inc.**

**23 Corporate Plaza, Suite 246**

**Newport Beach, California 92660  
(949) 719-3700**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

**Gary J. Singer, Esq.  
O Melveny & Myers LLP**

**610 Newport Center Drive, Suite 1700**

**Newport Beach, California 92660-6429**

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**EXPLANATORY NOTE**

On February 9, 2000, Water Pik Technologies, Inc., a Delaware corporation (the Registrant ), filed a registration statement (the Registration Statement ) on Form S-8 (Commission File No. 333-96457) with the Securities and Exchange Commission (the Commission ), which registered 500,000 shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock ), to be offered or sold under the Water Pik Technologies, Inc. Employee Stock Purchase Plan (the Plan ).

On April 12, 2006 (the Merger Date ), pursuant to an Agreement and Plan of Merger, dated as of January 6, 2006, by and among the Registrant, Coast Merger Corporation, a Delaware corporation ( Merger Sub ), and Coast Acquisition Corporation, a Delaware corporation ( Coast ), Merger Sub merged with and into the Registrant, and the Registrant became a wholly owned subsidiary of Coast (the Merger ). On April 12, 2006, the Registrant filed a certification and notice of termination of registration on Form 15 with respect to the Common Stock.

As a result of the Merger, the Registrant has terminated all offerings of the Registrant's securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the shares of Common Stock reserved for issuance under the Plan which remain unissued on the Merger Date.

**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 Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on April 27, 2006.

WATER PIK TECHNOLOGIES, INC.

By: /s/ ROBERT J. RASP  
Robert J. Rasp  
President and Chief Executive Officer - Pool  
Products

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-8 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>
/s/ ROBERT J. RASP Robert J. Rasp	President, Chief Executive Officer - Pool Products, Assistant Secretary and Director (Principal Executive Officer)	April 27, 2006
/s/ ANTHONY D. PRUDHOMME Anthony D. Prudhomme	Vice President - Finance, Chief Financial Officer, Treasurer and Director (Principal Financial and Accounting Officer)	April 27, 2006
/s/ RICHARD P. BISSON Richard P. Bisson	Chief Executive Officer Personal Health Care and Director	April 27, 2006