

ManpowerGroup Inc.  
Form S-8 POS  
January 09, 2015

As filed with the Securities and Exchange Commission on January 9, 2015

Registration No. 333-31021

**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**

**MANPOWERGROUP INC.**

(Exact Name of Registrant as Specified in Charter)

**Wisconsin**  
(State or other jurisdiction of  
incorporation or organization)

**39-1672779**  
(I.R.S. Employer Identification No.)

**100 Manpower Place**  
**Milwaukee, Wisconsin**  
(Address of Principal Executive Offices)

**53212**  
(Zip Code)

**Manpower 1991 Directors Stock Option Plan**

(Full Title of Plan)

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**Richard Buchband**

**Senior Vice President, General Counsel and Secretary**

**ManpowerGroup Inc.**

**100 Manpower Place**

**Milwaukee, Wisconsin 53212**

**(414) 961-1000**

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

With copy to:

Dennis F. Connolly

Godfrey & Kahn, S.C.

780 N. Water Street

Milwaukee, Wisconsin 53202

(414) 273-3500

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 company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  S Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**EXPLANATORY NOTE**

ManpowerGroup Inc. (the Company) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 10, 1997 (Registration Statement No. 333-31021) with respect to shares of the Company's common stock, par value \$0.01 per share (the Common Stock), thereby registered for issuance pursuant to the Manpower 1991 Directors Stock Option Plan (the Plan). The Company hereby deregisters 102,473 shares of Common Stock, which represent the shares that remained unissued under the Plan as of the date of this filing.

**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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on January 9, 2015.**

MANPOWERGROUP INC.

By: /s/ Richard Buchband

Richard Buchband

Senior Vice President, General Counsel and Secretary

**Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated:**

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ Jonas Prising</u>	Chief Executive Officer and Director	January 9, 2015
Jonas Prising	(Principal Executive Officer)	
<u>/s/ Michael J. Van Handel</u>	Executive Vice President and Chief Financial Officer	January 9, 2015
Michael J. Van Handel	(Principal Financial Officer and Principal Accounting Officer)	

Directors:

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Marc J. Bolland, Gina R. Boswell, Cari M. Dominguez, William Downe, Patricia A. Hemingway-Hall, Jeffrey A. Joerres, Roberto Mendoza, Ulice Payne, Jr., Jonas Prising, Paul Read, Elizabeth P. Sartain, John R. Walter, Edward J. Zore.

\*By:

As Attorney-in-Fact\*

Date: January 9, 2015

/s/ Richard Buchband

Richard Buchband

\*Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

**Exhibit Index**

**Exhibit No.**

**Description**

24

Power of Attorney