

AVOCENT CORP

Form S-8 POS

August 10, 2005

As filed with the Securities and Exchange Commission on August 10, 2005

Registration No. 333-40740

# 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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**AVOCENT CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**4991 Corporate Drive**  
**Huntsville, Alabama 35805**  
**(256) 430-4000**  
(Address of Principal Executive Offices)

**91-2032368**  
(I.R.S. Employer Identification No.)

**Apex Inc. Employee Stock Plan**

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**Apex Inc. Employee Stock Purchase Plan**

**Cybox Computer Products Corporation 1998 Employee Stock Incentive Plan**

**Cybox Computer Products Corporation 1995 Employee Stock Option Plan**

**Cybox Computer Products Corporation 1995 Outside Directors Stock Option Plan**

(Full title of the plan)

**Samuel F. Saracino, Esq.  
Executive Vice President of Legal and Corporate Affairs,  
General Counsel, and Secretary**

**9911 Willows Road N.E.**

**Redmond, Washington 98052**

**(425) 861-5858**

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

*Copy to:*

**Patrick J. Schultheis, Esq.**

**Wilson Sonsini Goodrich & Rosati,**

**Professional Corporation**

**701 Fifth Avenue, Suite 5100**

**Seattle, WA 98104-7036**

**(206) 882-2500**

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A portion of the offering contemplated by this Registration is terminated. Pursuant to the undertakings contained in Item 9 of the Registration Statement, the Registrant files this Post-Effective Amendment No. 1 to deregister 4,000 shares originally registered by the Registration Statement for issuance pursuant to the Cybex Computer Products Corporation 1998 Employee Stock Incentive Plan that remained unsold as of the termination of the offering.

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on August 9, 2005.

AVOCENT CORPORATION

By: /s/ Samuel F. Saracino  
 Samuel F. Saracino  
 Executive Vice President of Legal and Corporate  
 Affairs, General Counsel, and Secretary

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Samuel F. Saracino, Edward H. Blankenship and Doyle C. Weeks and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

**Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.**

Signature	Title	Date
/s/ John R. Cooper	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	August 9, 2005
John R. Cooper		
/s/ Edward H. Blankenship	Senior Vice President of Finance, Chief Financial Officer, Treasurer, and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer)	August 9, 2005
Edward H. Blankenship		
	Director	August 9, 2005
Harold D. Copperman		
	Director	August 9, 2005
Francis A. Dramis, Jr.		

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*	Director	August 9, 2005
Edwin L. Harper		

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*	Director	August 9, 2005
William H. McAleer		
*	Director	August 9, 2005
Stephen F. Thornton		
	Director	August 9, 2005
David P. Vieau		
*	President and Director	August 9, 2005
Doyle C. Weeks		

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\* By: /s/ Samuel F. Saracino  
Samuel F. Saracino  
Attorney-in-Fact