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ACUITY BRANDS INC
Form POS AM
July 22, 2005

As filed with the Securities and Exchange Commission on July 22, 2005
REGISTRATION NO. 333-74242

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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

ACUITY BRANDS, INC.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| DELAWARE | 58-2632672 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

ACUITY BRANDS, INC.
1170 PEACHTREE STREET, N.E.
SUITE 2400
ATLANTA, GEORGIA 30309
(404) 853-1400
(Address, including zip code, of registrant's principal executive offices)

ACUITY LIGHTING GROUP, INC. PROFIT SHARING RETIREMENT PLAN
FOR SALARIED EMPLOYEES
ZEP MANUFACTURING COMPANY 401(k) PLAN
SELIG CHEMICAL INDUSTRIES RETIREMENT PLAN
ACUITY BRANDS, INC. 401(k) PLAN FOR CORPORATE EMPLOYEES
ACUITY LIGHTING GROUP, INC. 401(k) PLAN FOR HOURLY EMPLOYEES
ENFORCER PRODUCTS 401(k) PLAN
HOLOPHANE DIVISION OF ACUITY LIGHTING GROUP 401(k) PLAN FOR HOURLY EMPLOYEES
HOLOPHANE DIVISION OF ACUITY LIGHTING GROUP 401(k) PLAN FOR HOURLY EMPLOYEES
COVERED BY A COLLECTIVE BARGAINING AGREEMENT

(Full title of plans)

KENYON W. MURPHY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
ACUITY BRANDS, INC.
1170 PEACHTREE STREET, N.E.
SUITE 2400
ATLANTA, GEORGIA 30309
(404) 853-1400

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

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POST EFFECTIVE AMENDMENT NO. 1 - EXPLANATORY NOTE

Acuity Brands, Inc. (the "Registrant") is filing this post-effective amendment to its Registration Statement on Form S-8, Registration No. 333-74242 (the "Registration Statement"), filed on November 30, 2001 with the Securities and Exchange Commission, to deregister an aggregate of 423,768 shares of common stock, par value \$0.01 per share ("Common Stock"), along with the preferred stock purchase rights, no par value ("Rights"), associated therewith, previously registered on the Registration Statement and issuable under the Acuity Brands, Inc. 401(k) Plan for Corporate Employees and the Acuity Lighting Group, Inc. Profit Sharing Retirement Plan for Salaried Employees. This Post-Effective Amendment No. 1 also deregisters the plan interests ("Plan Interests") in such plans.

The remaining shares of Common Stock, Rights associated therewith and Plan Interests in the Employee Benefit Plans registered on the Registration Statement in connection with the Zep Manufacturing Company 401(k) Plan, Selig Chemical Industries Retirement Plan, Acuity Lighting Group, Inc. 401(k) Plan for Hourly Employees, Enforcer Products 401(k) Plan, Holophane Division of Acuity Lighting Group 401(k) Plan for Hourly Employees, and Holophane Division of Acuity Lighting Group 401(k) Plan for Hourly Employees Covered by a Collective Bargaining Agreement, as applicable, shall be unaffected by this Post-Effective Amendment No. 1 to the Registration Statement.

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Item 8. Exhibits.

| Exhibit | Description |
|---------|-------------|
| ----- | ----- |

| | |
|--------|--------------------|
| 24.1 * | Powers of Attorney |
|--------|--------------------|

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Acuity Brands, Inc. has duly caused this Post -Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 22nd day of July, 2005.

ACUITY BRANDS, INC.

By: /s/ Kenyon W. Murphy

Kenyon W. Murphy
Senior Vice President and
General Counsel

KNOW ALL MEN BY THESE PRESENTS, pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities indicated on July 22, 2005.

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| Signature | Title |
|--|---|
| ----- | ----- |
| * ----- Vernon J. Nagel | Chairman and Chief Executive Officer |
| * ----- Karen J. Holcom | Vice President and Controller; Interim Chief Financial Officer |
| * ----- Peter C. Browning | Director |
| * ----- John L. Clendenin | Director |
| * ----- Jay M. Davis | Director |
| * ----- Earnest W. Deavenport, Jr. | Director |
| * ----- Robert F. McCullough | Director |
| * ----- Julia B. North | Director |
| * ----- Ray M. Robinson | Director |
| * ----- Neil Williams | Director |

* By: /s/ Kenyon W. Murphy

Kenyon W. Murphy
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia on the 22nd day of July, 2005.

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SHARING RETIREMENT PLAN FOR SALARIED
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HOLOPHANE DIVISION OF ACUITY LIGHTING
GROUP 401(K) PLAN FOR HOURLY EMPLOYEES
COVERED BY A COLLECTIVE BARGAINING
AGREEMENT

By: Acuity Brands, Inc., Administrator
of Plans

By: /s/ Kenyon W. Murphy

Kenyon W. Murphy
Senior Vice President and General
Counsel