

Edgar Filing: Cleco Corporate Holdings LLC - Form S-8 POS

Cleco Corporate Holdings LLC  
Form S-8 POS  
April 25, 2016

Registration No. 333-164066  
Registration No. 333-158994  
Registration No. 333-127496  
Registration No. 333-59696  
Registration No. 333-44364

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 NO. 333-164066  
POST-EFFECTIVE AMENDMENT NO.1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-158994  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-127496  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-59696  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44364

UNDER THE SECURITIES ACT OF 1933

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CLECO CORPORATE HOLDINGS LLC  
(Exact Name of Registrant as Specified in its Charter)

Louisiana  
(State of Other Jurisdiction of  
Incorporation or Organization)

72-1445282  
(I.R.S. Employer  
Identification No.)

2030 Donahue Ferry Road  
Pineville, Louisiana 71360-5226

(Address of Principal Executive Offices)

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Cleco Corporation  
2010 Long-Term  
Incentive  
Compensation Plan  
Cleco Corporation  
Employee Stock  
Purchase Plan  
Cleco Power LLC  
401(k) Savings and  
Investment Plan  
Cleco Corporation  
Deferred  
Compensation Plan  
(Full Title of Plans)

Julia E.  
Callis  
General  
Counsel and  
Secretary  
Cleco  
Corporate  
Holdings  
LLC  
2030  
Donahue  
Ferry Road  
Pineville,  
Louisiana  
71360-5226  
(318)  
484-7400

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

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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  x

Accelerated filer  o

Non-accelerated filer  o (Do not check if a smaller reporting company)

Smaller reporting company  o

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”) of Cleco Corporate Holdings LLC (f/k/a Cleco Corporation) (the “Registrant”):

Registration Statement No. 333-164066 pertaining to the registration of 2,250,000 shares of common stock, par value \$1.00 per share, of the Registrant (“Common Stock”) issuable under the Cleco Corporation 2010 Long-Term Incentive Compensation Plan.

Registration Statement No. 333-158994 pertaining to the registration of 50,000 shares of Common Stock issuable under the Cleco Corporation Employee Stock Purchase Plan.

- Registration Statement No. 333-127496 pertaining to the registration of 1,500,000 shares of Common Stock issuable under the Cleco Power LLC 401(k) Savings and Investment Plan.

Registration Statement No. 333-59696 pertaining to the registration of 50,000 shares of Common Stock issuable under the Cleco Corporation Deferred Compensation Plan.

Registration Statement No. 333-44364 pertaining to the registration of 342,000 shares of Common Stock issuable under the Cleco Corporation Employee Stock Purchase Plan.

On April 13, 2016, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 17, 2014, by and among the Registrant, Cleco Partners L.P. (f/k/a Como 1 L.P.), a Delaware limited partnership (“Parent”), and Cleco MergerSub Inc. (f/k/a Como 3 Inc.), a Louisiana corporation and an indirect wholly-owned subsidiary of Parent (“Merger Sub”), Merger Sub was merged with and into the Registrant, with the Registrant continuing as the surviving corporation and as an indirect wholly owned subsidiary of Parent (the “Merger”).

As a result of the Merger, the Registrant has terminated any offerings of securities pursuant to the Registration Statements. In accordance with the undertakings made by the Registrant in the Registration Statements to remove from registration by means of a post-effective amendment any of the securities that had been registered which remain unsold at the termination of the offering, the Registrant hereby removes from registration any securities of the Registrant registered but unsold under the Registration Statements as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Cleco Corporate Holdings LLC, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pineville, Louisiana, on the 25th day of April, 2016.

CLECO CORPORATE HOLDINGS LLC

By: /s/ Terry L. Taylor  
 Name: Terry L. Taylor  
 Title: Chief Financial Officer, Controller, and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed by the following persons in the capacities indicated.

| Signature                                    | Title  | Date           |
|--|--|----------------|
| /s/ Darren J. Olagues<br>Darren J. Olagues   | Chief Executive Officer and Manager (Principal Executive Officer)    | April 25, 2016 |
| /s/ Terry L. Taylor<br>Terry L. Taylor       | Chief Financial Officer (Principal Financial and Accounting Officer) | April 25, 2016 |
| /s/ Christopher Leslie<br>Christopher Leslie | Manager  | April 25, 2016 |
| /s/ Andrew Chapman<br>Andrew Chapman         | Manager  | April 25, 2016 |
| /s/ Mark Fay<br>Mark Fay                     | Manager  | April 25, 2016 |
| /s/ Lincoln Webb<br>Lincoln Webb             | Manager  | April 25, 2016 |
| /s/ Richard Dinneny<br>Richard Dinneny       | Manager  | April 25, 2016 |
| /s/ Steve Turner<br>Steve Turner             | Manager  | April 25, 2016 |
| /s/ Recep Kendircioglu<br>Recep Kendircioglu | Manager  | April 25, 2016 |
| /s/ Peggy Scott<br>Peggy Scott               | Manager  | April 25, 2016 |
| /s/ Bruce Wainer<br>Bruce Wainer             | Manager  | April 25, 2016 |
| /s/ Randy Gilchrist<br>Randy Gilchrist       | Manager  | April 25, 2016 |
| /s/ Rick Gallot<br>Rick Gallot               | Manager  | April 25, 2016 |