

L-1 IDENTITY SOLUTIONS, INC.
Form POS AM
July 28, 2011

As filed with the Securities and Exchange Commission on July 28, 2011

Registration Nos. 333-116698, 333-152783, 333-153701, 333-159411

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 (No. 333-116698)
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-3 (No. 333-152783)
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-3 (No. 333-153701)
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-3 (No. 333-159411)

REGISTRATION STATEMENTS
UNDER
THE SECURITIES ACT OF 1933

L-1 IDENTITY SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

02-08087887
(I.R.S. Employer Identification No.)

177 Broad Street
Stamford, Connecticut 06901
(203) 504-1100
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Celeste Thomasson
Vice President
L-1 Identity Solutions, Inc.
177 Broad Street
Stamford, Connecticut
(203) 504-1100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Raymond O. Gietz, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153

Approximate date of commencement of proposed sale to the public: Not Applicable

Edgar Filing: L-1 IDENTITY SOLUTIONS, INC. - Form POS AM

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

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. (Check one):

Large accelerated filer ☒

Accelerated
filer ☐

Non-accelerated filer ☐

Smaller reporting
company ☐

(Do not check if a smaller
reporting company)

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

These Post-Effective Amendments (these “Post-Effective Amendments”) relate to the registration statements set forth below (collectively, the “Registration Statements”), filed by L-1 Identity Solutions, Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission on the dates set forth below, are filed to deregister all securities that were previously registered thereunder and have not been sold or otherwise issued as of the date of the filing of these Post-Effective Amendments, and for which the Registration Statements had remained in effect:

- 1 Registration Statement on Form S-3 (No. 333-116698), filed on June 21, 2004, as amended by Amendment No. 1 thereto, filed on July 22, 2004, which registered shares of common stock, par value \$0.001 per share, of the Company
- 1 Registration Statement on Form S-3 (No. 333-152783), filed on August 5, 2008, as amended by Amendment No. 1 thereto, filed on March 3, 2009, which registered shares of common stock, par value \$0.001 per share, of the Company
- 1 Registration Statement on Form S-3 (No. 333-153701), filed on September 26, 2008, as amended by Amendment No. 1 thereto filed on March 3, 2009, which registered shares of common stock, par value \$0.001 per share, of the Company
- 1 Registration Statement on Form S-3 (No. 333-159411), filed on May 22, 2009, as amended by Amendment No. 1 thereto filed on July 2, 2009, which registered shares of common stock, par value \$0.001 per share, of the Company

On July 25, 2011, pursuant to that certain Agreement and Plan of Merger, dated as of September 19, 2010, by and among the Company, Safran SA, a French société anonyme (“Safran”), and Laser Acquisition Sub Inc., a newly formed Delaware corporation and wholly owned subsidiary of Safran (“Merger Sub”), Merger Sub merged with and into the Company (the “Merger”), and the Company, as the surviving corporation in the Merger, became a wholly owned subsidiary of Safran.

As a result of the Merger, any offerings pursuant to the Registration Statements have been terminated. In accordance with the undertaking contained in the Registration Statements pursuant to Item 512(a)(3) of Regulation S-K, the Company is filing these Post-Effective Amendments to remove from registration, by means of a post-effective amendment, any of the registered securities which remain unsold under the Registration Statements as of the date of these Post-Effective Amendments.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France, on this 28th day of July, 2011.

L-1 IDENTITY SOLUTIONS, INC.

By: /s/ Celeste Thomasson
Name: Celeste Thomasson
Title: Vice President

Note: No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.