

AMPEX CORP /DE/  
Form S-8 POS  
November 12, 2008

As filed with the Securities and Exchange Commission on November 12, 2008

Registration No. 333-41652

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

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**AMPEX CORPORATION**

(formerly Ampex Incorporated)

*(Exact name of registrant as specified in its charter)*

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

**13-3667696**  
*(I.R.S. Employer Identification Number)*

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1228 Douglas Avenue

Redwood City, CA 94063

(650) 367-4111

*(Address of principal executive offices, including zip code)*

**AMPEX CORPORATION 2000 STOCK BONUS PLAN, AS AMENDED**

*(Full title of the plan)*

**Joel D. Talcott, Esq.**

**Ampex Corporation**

**1228 Douglas Avenue**

**Redwood City, CA 94063**

**(650) 367-3330**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller

reporting company)

This Post-Effective Amendment No. 2 to Form S-8 Registration Statement amends the Registration Statement on Form S-8 (File No. 333-41652) filed by Ampex Corporation (the Company ) on July 18, 2000 to register 125,000 shares (as adjusted to reflect the Company's one-for-twenty reverse stock split in 2003) of the Company's Class A Common Stock, par value \$0.01 per share (the Class A Stock ), reserved for issuance under the Ampex Corporation 2000 Stock Bonus Plan, as amended (the Bonus Plan ), and the Post-Effective Amendment No. 1 thereto filed on September 27, 2006 to conform the Bonus Plan to Section 409A of the Internal Revenue Code.

On March 30, 2008, the Company and certain of its U.S. subsidiaries (together, the Debtors ) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court ) (Case No. 08-11094). On July 31, 2008, the Bankruptcy Court confirmed the Debtors' First Modified Third Amended Joint Plan of Reorganization dated July 31, 2008 (the Plan of Reorganization ). On October 3, 2008, all conditions to consummation of the Plan of Reorganization were satisfied or waived, the Plan of Reorganization became effective and the Company emerged from chapter 11. Pursuant to the Plan of Reorganization, the Company cancelled and extinguished, as of October 3, 2008, all of its then-outstanding equity interests, including all outstanding shares of its Class A Stock.

The Company hereby removes from registration all shares of Class A Stock which have not been sold under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California on November 12, 2008.

AMPEX CORPORATION

By: /s/ D. Gordon Strickland  
D. Gordon Strickland  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ D. Gordon Strickland	Chairman, President, Chief Executive Officer and Director	November 12, 2008
D. Gordon Strickland	(Principal Executive Officer)	
/s/ Christopher Lake	Vice President, Chief Financial Officer and Treasurer	November 12, 2008
Christopher Lake	(Principal Chief Financial Officer)	
/s/ Ramon C. H. Venema	Vice President	November 12, 2008
Ramon C. H. Venema	(Controller and Principal Accounting Officer)	
/s/ Donald L. Hawks II	Director	November 12, 2008
Donald L. Hawks III		
/s/ Raymond F. Weldon	Director	November 12, 2008
Raymond F. Weldon		