

BENCHMARK ELECTRONICS INC  
Form S-8 POS  
August 26, 2014

As filed with the Securities and Exchange Commission on August 26, 2014

Registration No. 333-103183

**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**

**Benchmark Electronics, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**

(State or other jurisdiction of  
Incorporation or organization)

**74-2211011**

(I.R.S. Employer Identification No.)

**3000 Technology Drive**

**Angleton, Texas**

**77515**

(Zip Code)

(Address of Principal Executive Offices)

**BENCHMARK ELECTRONICS, INC.**

**1994 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS**

(Full title of plan)

**Gayla J. Delly**

**Chief Executive Officer**

**Benchmark Electronics, Inc.**

**3000 Technology Drive**

**Angleton, Texas 77515**

(Name and address of agent for service)

**(979) 849-6550**

(Telephone number, including area code, of agent for service)

Copies to:

**William J. Whelan, Esq.**

**Cravath, Swaine & Moore LLP**

**Worldwide Plaza**

**825 Eighth Avenue**

**New York, New York 10019**

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.

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|  |  |
|--|--|
| Large accelerated filer <input checked="" type="checkbox"/>                                  | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

**EXPLANATORY STATEMENT**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed on February 13, 2003 (File No. 333-103183) is filed in order to deregister securities remaining under such Registration Statement.

On February 13, 2003, the Registrant filed the Registration Statement on Form S-8 (File No. 333-103183) to register an aggregate of 139,850 (314,663 after stock-splits) of the Registrant's common shares, par value \$0.10 per share (the "Common Shares"), issuable under the 1994 Stock Option Plan for Non-Employee Directors (the "1994 Plan") of Benchmark Electronics, Inc. The 1994 Plan expired on December 8, 2004. As of the date hereof, there are no outstanding options and an aggregate of 20,250 Common Shares remain unissued.

The Registrant is filing this Post-Effective Amendment No. 1 to remove, and hereby does remove, from registration all of the Common Shares registered on the Registration Statement that remain unissued under the Plan.

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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 Angleton, State of Texas, on August 26, 2014.

|  |                             |
|--|-----------------------------|
|  | BENCHMARK ELECTRONICS, INC. |
|--|-----------------------------|

|  |                                       |
|--|---------------------------------------|
|  | By: <u>/s/ Gayla J. Delly</u>         |
|  | Gayla J. Delly                        |
|  | President and Chief Executive Officer |
|  |                                       |

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.

| <u>Name</u>                                    | <u>Position</u>  | <u>Date</u>     |
|--|--|-----------------|
| /s/ Peter G. Dorflinger<br>Peter G. Dorflinger | Chairman of the Board  | August 26, 2014 |
| /s/ Gayla J. Delly<br>Gayla J. Delly           | President, Chief Executive Officer and Director<br>(principal executive officer)   | August 26, 2014 |
| /s/ Donald F. Adam<br>Donald F. Adam           | Chief Financial Officer<br>(principal financial officer and<br>accounting officer) | August 26, 2014 |
| /s/ Michael R. Dawson<br>Michael R. Dawson     | Director   | August 26, 2014 |
| /s/ Douglas G. Duncan<br>Douglas G. Duncan     | Director   | August 26, 2014 |
| /s/ Kenneth T. Lamneck<br>Kenneth T. Lamneck   | Director   | August 26, 2014 |
| /s/ David W. Scheible<br>David W. Scheible     | Director   | August 26, 2014 |
| /s/ Bernee D. L. Strom<br>Bernee D. L. Strom   | Director   | August 26, 2014 |
| /s/ Clay C. Williams<br>Clay C. Williams       | Director   | August 26, 2014 |



