

NEW CINGULAR WIRELESS SERVICES, INC.

Form S-8 POS

February 17, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 17, 2005

REGISTRATION NO. 333-64484

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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

NEW CINGULAR WIRELESS SERVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

91-1379052
(I.R.S. Employer
Identification Number)

5565 GLENRIDGE CONNECTOR
ATLANTA, GEORGIA 30342
(404) 236-7895

(Address of registrant's principal executive offices)

AT&T WIRELESS SERVICES, INC. 2001 LONG TERM INCENTIVE PLAN

AT&T WIRELESS SERVICES, INC. EMPLOYEE STOCK PURCHASE PLAN

AT&T WIRELESS SERVICES, INC. ADJUSTMENT PLAN

AT&T WIRELESS 401(K) SAVINGS PLAN

(Full titles of the plans)

PHILIP K. TESKE
EXECUTIVE DIRECTOR - FINANCIAL REPORTING
NEW CINGULAR WIRELESS SERVICES, INC.
5565 GLENRIDGE CONNECTOR
ATLANTA, GEORGIA 30342
(404) 236-7895

(Name, address, and telephone number of agent for service)

RECENT EVENTS: DEREGISTRATION

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This Post-Effective Amendment relates to the Registration Statement on Form S-8 (registration number 333-64484) (the "Registration Statement") filed with the Securities and Exchange Commission on July 3, 2001 which registered 323,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of New Cingular Wireless Services, Inc., formerly known as AT&T Wireless Services, Inc. (the "Company") and participation interests related to the Company's 401(k) Savings Plan.

The Company, Cingular Wireless Corporation ("Cingular"), Cingular Wireless LLC, Links I Corporation ("Links"), and, solely with respect to certain sections thereof, SBC Communications Inc. and BellSouth Corporation entered into an Agreement and Plan of Merger dated as of February 17, 2004 (the "Merger Agreement"), pursuant to which, on October 26, 2004, Links, a wholly owned subsidiary of Cingular, has been merged with and into the Company (the "Merger"). As a result of the Merger, the Company became a wholly owned subsidiary of Cingular and all outstanding shares of the Company's Common Stock (and associated Rights to Purchase Preferred Stock) have been converted into the right to receive \$15.00 in cash and each share of the Company's Series C Preferred Stock and Series E Preferred Stock has been converted into the right to receive an amount of cash equal to its then applicable liquidation preference (these actions are collectively referred to as the "Merger").

In connection with the closing of the Merger, the Company has terminated all of its offerings of its Common Stock and related participation interests pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offering, the Company hereby removes from registration all Common Stock and participation interests registered under the Registration Statement which remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Atlanta, State of Georgia, on this 14th day of February, 2005.

NEW CINGULAR WIRELESS SERVICES, INC.

By: /s/ Stanley T. Sigman

Name: Stanley T. Sigman
Title: 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.

Signature

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/s/ Stanley T. Sigman

Stanley T. Sigman

President and Chief Executive
Officer; Director (Principal
Executive Officer)

/s/ Peter A. Ritcher

Peter A. Ritcher

Chief Financial Officer
(Principal Financial and Accounting
Officer)

/s/ Ralph de la Vega

Ralph de la Vega

Director

/s/ Carol Tacker

Carol Tacker

Director

THE AT&T WIRELESS 401(k) SAVINGS PLAN

Pursuant to requirements of the Securities Act of 1933, as amended,
the person that administers the AT&T Wireless 401(k) Savings Plan has duly
caused this Post-Effective Amendment to be signed on the plan's behalf by
the undersigned, thereunto duly authorized, in the City of Atlanta, State
of Georgia, on the 14th day of February, 2005.

AT&T WIRELESS 401(k) SAVINGS PLAN

BY: NEW CINGULAR WIRELESS SERVICES, INC.

/s/ Rickford Bradley

By: Rickford Bradley