

APRIA HEALTHCARE GROUP INC  
Form S-8 POS  
November 06, 2008

As filed with the Securities and Exchange Commission on November 6, 2008

Registration No. 333-89329

**UNITED STATES**  
**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**

(File No. 333-89329)

**APRIA HEALTHCARE GROUP INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

26220 Enterprise Court,

**33-0488566**  
(I.R.S. Employer  
Identification No.)

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Lake Forest, CA 92630

(949) 639-2000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Philip L. Carter Non-Qualified Stock Option Agreement**

(Full title of the Plan)

**Robert S. Holcombe, Esq.**

**Executive Vice President, General Counsel and Secretary**

**Apria Healthcare Group Inc.**

**26220 Enterprise Court**

**Lake Forest, California 92630**

**(949) 639-2000**

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

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**

On October 28, 2008, pursuant to the Agreement and Plan of Merger, dated as of June 18, 2008, among Apria Healthcare Group Inc. (the Company), Sky Acquisition LLC, a Delaware limited liability company (Buyer), and Sky Merger Sub Corporation, a Delaware corporation (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company being the surviving entity and becoming a wholly-owned subsidiary of Buyer. As a result, the Company has terminated all offerings of its Common Stock, \$0.001 par value per share (Common Stock) pursuant to all of its existing registration statements, including the Company's Registration Statement on Form S-8 (File No. 333-89329) (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 shares of the Company's Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration any and all shares of its Common Stock under the Registration Statement which remained unsold as of the effective time of the Merger.

**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 Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on November 6, 2008.

APRIA HEALTHCARE GROUP INC.  
Registrant

/s/ PETER A. REYNOLDS  
Peter A. Reynolds  
Chief Accounting Officer and Controller

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ NORMAN C. PAYSON, M.D.	Executive Chairman and	November 6, 2008
Norman C. Payson, M.D.	Interim Chief Executive Officer (Principal Executive Officer)	
/s/ CHRIS A. KARKENNY	Executive Vice President and	November 6, 2008
Chris A. Karkenny	Chief Financial Officer (Principal Financial Officer)	
/s/ PETER A. REYNOLDS	Chief Accounting Officer and Controller	November 6, 2008
Peter A. Reynolds	(Principal Accounting Officer)	
/s/ NEIL P. SIMPKINS	Director	November 6, 2008
Neil P. Simpkins		
/s/ PATRICK J. BOURKE III	Director	November 6, 2008
Patrick J. Bourke III		
/s/ MICHAEL DAL BELLO	Director	November 6, 2008
Michael Dal Bello		