

UNIVERSAL COMPRESSION HOLDINGS INC
Form POS AM
July 03, 2002

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As filed with the Securities and Exchange Commission on July 3, 2002.

Registration No. 333-46208

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNIVERSAL COMPRESSION HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3989167

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

**4440 Brittmoore Road
Houston, Texas 77041
(713) 335-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Agent for Service:

Copies of Communications to:

**Stephen A. Snider
President and Chief Executive Officer
Universal Compression Holdings, Inc.
4440 Brittmoore Road
Houston, Texas 77041
(713) 335-7000**

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

**Mark L. Carlton
Senior Vice President and
General Counsel
Universal Compression Holdings, Inc.
4440 Brittmoore Road
Houston, Texas 77041
(713) 335-7454
Fax: (713) 466-6720**

Approximate date of commencement of proposed sale to public: This post-effective amendment removes from registration those shares of Universal Compression Holdings, Inc. common stock that remain unsold hereunder as of the effective date hereof.

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.

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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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

This post-effective amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933, on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

On September 20, 2000, Universal Compression Holdings, Inc., a Delaware corporation, filed a registration statement on Form S-3 (No. 333-46208) covering the sale of 500,000 shares of Universal's common stock, par value \$.01 per share, from time to time by selling stockholders named in the prospectus. This registration statement was filed to register the sale of a portion of the shares of Universal common stock issued to the former stockholders of Gas Compression Services, Inc., which was acquired by Universal on September 15, 2000. On October 30, 2000, Universal filed a pre-effective amendment to the registration statement, and the Commission declared it effective on November 2, 2000. The remaining shares issued to the former stockholders of Gas Compression Services, Inc. were covered under another registration statement on Form S-3 (No. 333-50302) filed on November 20, 2000.

In accordance with the undertaking contained in Part II, Item 17(A)(3) of the registration statement pursuant to Item 512(a)(3) of Regulation S-K, Universal filed Post-Effective Amendment No. 1 to the registration statement (No. 333-46208) to remove from registration any shares that remained unsold under that registration statement as of the effective date of Post-Effective Amendment No. 1. Based upon the records of Universal's transfer agent and representations made by the selling shareholders, all of the 500,000 shares covered by the registration statement were sold.

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Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478(a)(4) 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 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 Houston, State of Texas, on July 3, 2002.

UNIVERSAL COMPRESSION HOLDINGS, INC.

By: /s/ STEPHEN A. SNIDER

Stephen A. Snider
President and Chief Executive Officer
Agent for Service

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