

AARON'S INC  
Form S-8 POS  
December 10, 2010

As filed with the Securities and Exchange Commission on December 10, 2010.

File No. 333-160387

**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**

**AARON S, INC.**

(Exact name of Registrant as Specified in its Charter)

Georgia

58-0687630

*(State or other Jurisdiction of Incorporation)*

*(IRS Employer  
Identification No.)*

309 E. Paces Ferry Road, N.E.  
Atlanta, Georgia

30305-2377

*(Address of principal executive offices)*

*(Zip code)*

2001 Stock Option and Incentive Award Plan, as Amended and Restated

*(Full Title of the Plan)*

Mr. Gilbert L. Danielson

Aaron s, Inc.

309 E. Paces Ferry Road, N.E.

Atlanta, Georgia 30305

*(Name and Address of Agent for Service)*

(404) 231-0011

*(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

Non-Accelerated Filer  (Do not check if a smaller reporting company)

Accelerated Filer

Smaller Reporting  
Company

**DEREGISTRATION OF SECURITIES**

Aaron s, Inc. ( the Registrant ) originally filed a Registration Statement on Form S-8, File Number 333-160387, with the Securities and Exchange Commission on July 1, 2009 (as amended, the Registration Statement ), pursuant to which the Registrant registered for issuance under the Registrant s 2001 Stock Option and Incentive Award Plan, as Amended and Restated, an aggregate of 5,000,000 shares of common stock, par value \$.50 per share (the Securities )

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister 5,000,000 shares of the Securities which is equal to all of the Securities that were registered for issuance pursuant to the Registration Statement and that remain unsold thereunder as of the date hereof.

Pursuant to Rule 478 promulgated under the Securities Act of 1933, as amended (the Act ), and the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K promulgated under the Act, the Registrant hereby removes the unsold Securities from registration.

**PART II.**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibits included as part of this Registration Statement are as follows:

<u>Exhibit Number</u>	<u>Description</u>
24	Power of Attorney

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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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on December 10, 2010.

**AARON S, INC.**

By: /s/ Gilbert L. Danielson  
Gilbert L. Danielson  
Executive Vice President,  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on December 10, 2010.

Signature

Position

*	Chairman of the Board of Directors
R. Charles Loudermilk, Sr. *	Chief Executive Officer (Principal Executive Officer), President and Director
Robert C. Loudermilk, Jr. *	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)
Gilbert L. Danielson *	Vice President, Corporate Controller (Principal Accounting Officer)
Robert P. Sinclair, Jr. *	Chief Operating Officer and Director
William K. Butler, Jr.	

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Signature

Position

\*

Director

Ronald W. Allen

\*

Director

Leo Benatar

\*

Director

David L. Kolb

\*

Director

John C. Portman, Jr.

\*

Director

Ray M. Robinson

\*

Director

John Schuerholz

\*By: /s/ Gilbert L. Danielson

Gilbert L. Danielson

*Attorney-in-Fact*

(Pursuant to a Power of Attorney)

**EXHIBIT INDEX**

Exhibit Number

Description

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Power of Attorney