

DemandTec, Inc.  
Form S-8 POS  
February 15, 2012

As filed with the Securities and Exchange Commission on February 15, 2012

Registration No. 333-165908

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**DEMANDTEC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-3344761**  
(IRS Employer  
Identification No.)

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**One Franklin Parkway, Building 910  
San Mateo, California 94403**

(Address of Principal Executive Offices) (Zip Code)

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**DemandTec, Inc. 2007 Equity Incentive Plan  
DemandTec, Inc. 2007 Employee Stock Purchase Plan**

(Full title of the Plans)

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**Daniel R. Fishback**

**President and Chief Executive Officer  
DemandTec, Inc.  
One Franklin Parkway, Building 910  
San Mateo, California 94403  
(650) 645-7100**

(Name, Address and Telephone Number of Agent for Service)

Copies to:

**Andrew Bonzani, Esq.  
Vice President, Assistant General Counsel and  
Secretary  
International Business Machines Corporation  
New Orchard Road  
Armonk, New York 10504  
(914) 499-1900**

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

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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.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-165908) of DemandTec, Inc., a Delaware corporation ( DemandTec ), pertaining to the registration of 1,770,078 shares of DemandTec common stock, par value \$0.001 per share for issuance under the DemandTec, Inc. 2007 Equity Incentive Plan and DemandTec, Inc. 2007 Employee Stock Purchase Plan (the Registration Statement ), that was filed with the Securities and Exchange Commission on April 6, 2010.

On February 14, 2012, pursuant to the terms of the Agreement and Plan of Merger, dated as of December 7, 2011, by and among International Business Machines Corporation ( IBM ), Cudgee Acquisition Sub, Inc., a wholly-owned subsidiary of IBM ( Merger Sub ), and DemandTec, DemandTec merged with and into Merger Sub, with DemandTec surviving as a wholly-owned subsidiary of IBM (the Merger ).

As a result of the Merger, DemandTec has terminated any offering of DemandTec s securities pursuant to any registration statement. By filing this Post-Effective Amendment No. 1 to the Registration Statement, DemandTec deregisters all securities that were previously registered and have not been sold or otherwise issued as of the date of the filing of this Post-Effective Amendment No. 1, in accordance with DemandTec s undertaking in the Registration Statement.

**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 San Mateo, State of California on this 14th day of February, 2012.

**DEMANDTEC, INC.**

By: /s/ Daniel R. Fishback  
Daniel R. Fishback  
President and Chief Executive Officer

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Daniel R. Fishback Daniel R. Fishback	President, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	February 14, 2012
/s/ Mark A. Culhane Mark A. Culhane	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 14, 2012