

TOTAL S.A.
Form S-8 POS
February 28, 2019

As filed with the Securities and Exchange Commission on February 28, 2019

Registration No. 333-222833

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to Form S-8 Registration Statement No. 333-222833

UNDER

THE SECURITIES ACT OF 1933

TOTAL S.A.

(Exact name of registrant as specified in its charter)

Republic of France

98-0227345

(State or other jurisdiction

of incorporation)

(I.R.S. Employer

Identification Number)

2, place Jean Millier

La Défense 6

92400 Courbevoie

France

Phone: +33 (0)1 47 44 45 46

(Address of principal executive offices) (Zip code)

TOTAL HOLDINGS USA, INC.

2018 EMPLOYEE SHAREHOLDER PLAN

(Full Title of the Plan)

Ms. Elizabeth Matthews

TOTAL Holdings USA, Inc.

1201 Louisiana Street, Suite 1800

Houston, Texas 77002

(713) 483-5000

(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, a

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for smaller reporting companies.

DEREGISTRATION OF SECURITIES

TOTAL S.A. (the "Registrant") is filing this post-effective amendment no. 1 (this "Post-Effective Amendment") to the Registration Statement registered on August 1, 2018. The Registration Statement registered 1,900,000 shares of the Registrant's Common Stock issuable under the 2018 Plan. The Registration Statement is hereby amended to deregister all shares of Common Stock that were previously registered under the Registration Statement. Concurrently with this Post-Effective Amendment, the Registrant is filing a Registration Statement on Form S-8 to register the resale of the Registrant's Common Stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment.

TOTAL S.A.

By:

/s/ Jean-Pierre SBRAIRE

Name:

Jean-Pierre Sbraire

Title:

Deputy Chief Financial Officer