

SIGNET JEWELERS LTD  
Form S-8 POS  
July 12, 2012

As filed with the Securities and Exchange Commission on July 12, 2012

Registration No. 333-9634

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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SIGNET JEWELERS LIMITED  
(Exact name of registrant as specified in its charter)

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Bermuda  
(State or other jurisdiction of  
incorporation or organization)

N/A  
(I.R.S. employer  
identification no.)

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Clarendon House, 2 Church Street  
Hamilton HM11, Bermuda  
(441) 296-5872  
(Address of principal executive offices and zip code)

SIGNET GROUP PLC EMPLOYEE STOCK SAVINGS PLAN  
(Full title of the plan)

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Michael W. Barnes  
Chief Executive Officer  
Signet Jewelers Limited  
375 Ghent Road  
Akron, Ohio 44313  
(330) 668-5000  
(Name, address and telephone number, including area code, of agent for service)

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Copies to:

Mark A. Jenkins  
Signet Company Secretary & Chief Legal Officer  
Signet Jewelers Limited  
15 Golden Square  
London W1F 9JG  
United Kingdom

Andrea A. Bernstein  
Partner  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York, 10153

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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

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On November 13, 1998, Signet Group plc, a UK corporation, as predecessor to Signet Jewelers Limited, a Bermuda corporation (the “Company”), filed a Registration Statement on Form S-8 (Reg. No. 333-9634) (as amended, the “Registration Statement”) pursuant to which it registered 40,000,000 shares of its common stock (the “Common Shares”) issuable in connection with the Signet Group plc Employee Stock Savings Plan (the “Plan”). On September 11, 2008, the Company filed Post-Effective Amendment No. 1 to the Registration Statement to register an indeterminate amount of plan interests in the Plan.

The Plan has terminated, and all rights to purchase shares under the Plan have been exercised or have expired. In accordance with an undertaking made by the Company in the Registration Statement to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, this Post-Effective Amendment No. 2 is being filed to remove from registration the Common Shares and plan interests not heretofore sold pursuant to the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Common Shares and plan interests.

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 this Post-Effective Amendment No. 2 on Form S-8 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 Ghent, State of Ohio, on this 12th day of July 2012.

SIGNET JEWELERS LIMITED

By: /s/ Ronald W. Ristau  
Name: Ronald W. Ristau  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below, which includes a majority of the board of directors, on this 12th day of July 2012.

| Signature  | Title-----  | ----- |
|--|---|-------|
| /s/ Michael W. Barnes<br>Michael W. Barnes         | Chief Executive Officer and Director<br>(principal executive officer)   |       |
| /s/ Ronald W. Ristau<br>Ronald W. Ristau           | Chief Financial Officer<br>(principal financial officer and principal<br>accounting officer accounting officer) |       |
| /s/ Robert Blanchard<br>Robert Blanchard           | Director  |       |
| /s/ Marianne Miller Parrs<br>Marianne Miller Parrs | Director  |       |
| /s/ Thomas Plaskett<br>Thomas Plaskett             | Director  |       |
| /s/ Russell Walls<br>Russell Walls                 | Director  |       |



THE PLAN

Pursuant to the requirements of the Securities Act of 1933, the Administrator of the Signet Group plc Employee Stock Savings Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom on this 12th day of July 2012.

SIGNET GROUP PLC EMPLOYEE STOCK SAVINGS PLAN

By: /s/ Mark A. Jenkins  
Name: Mark A. Jenkins  
Title: Authorized Representative of the Plan,  
Administrator of the Signet Group plc  
Employee Stock Savings Plan