

BLUCORA, INC.  
Form S-8 POS  
May 25, 2016

Registration No. 333-169691

As filed with the Securities and Exchange Commission on May 25, 2016

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

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-169691

UNDER  
THE SECURITIES ACT OF 1933  
BLUCORA, INC.  
(Exact name of registrant as specified in its charter)

Delaware 91-1718107  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)  
10900 NE 8th St., Suite 800  
Bellevue, Washington 98004  
(Address, including zip code and telephone number, of principal executive offices)

BLUCORA, INC. 1996 FLEXIBLE STOCK INCENTIVE PLAN  
(Full title of the plans)

Mark A. Finkelstein  
Chief Legal & Administrative Officer and Secretary  
Blucora, Inc.  
10900 NE 8th St., Suite 800  
Bellevue, Washington 98004  
(425) 201-6100  
(Name, address and telephone number, including area code, of agent for service)

Copies to:  
J. Sue Morgan  
Andrew Bor  
Perkins Coie LLP  
1201 Third Avenue, Suite 4900  
Seattle, Washington 98101  
(206) 359-8000

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):

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Large accelerated filer  Accelerated filer   
(Do not  
check if a  
Non-accelerated filer  smaller Smaller reporting company   
reporting  
company)

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#### EXPLANATORY NOTE

Blucora, Inc., a Delaware corporation (the "Registrant"), hereby files a post-effective amendment to registration No. 333-169691, filed with the Securities and Exchange Commission (the "SEC") on September 30, 2010 (the "2010 Registration Statement") with respect to 9,651,091 shares of the common stock of the Company, par value \$0.0001 per share (the "Common Stock") issuable under the Blucora, Inc. 1996 Flexible Stock Incentive Plan (the "1996 Plan"), to deregister certain of the securities originally registered pursuant to the 2010 Registration Statement.

On May 28, 2015, the Registrant's stockholders approved the Registrant's 2015 Incentive Plan, which was subsequently amended and restated on May 24, 2016 (the "2015 Plan") and, in connection therewith, no further awards will be made under the 1996 Plan. The maximum number of shares of Common Stock reserved for issuance under the 2015 Plan includes up to 6,009,138 shares subject to awards under the 1996 Plan as of May 28, 2015 that subsequently cease to be subject to such awards, such as by expiration, cancellation or forfeiture of the awards. As of May 20, 2016, 756,136 shares ceased to be subject to outstanding awards under the 1996 Plan by expiration, cancellation or forfeiture of the awards. Accordingly, the Registrant hereby deregisters those 756,136 shares that have ceased to be subject to outstanding awards under the 1996 Plan, which will instead be available for issuance under the 2015 Plan (the "Carryover Shares"). The 2010 Registration Statement and Registration Statement No. 333-198645 filed with the SEC on September 8, 2014 with respect to 1,804,432 shares of Common Stock issuable under the 1996 Plan (the "2014 Registration Statement") will remain in effect to cover the potential issuances of shares pursuant to the terms of those outstanding awards. If any additional shares subject to outstanding awards under the 1996 Plan subsequently become available for issuance under the 2015 Plan as a result of the forfeiture, cancellation or termination of such awards, the shares subject to such awards will become available for issuance under the 2015 Plan. One or more future post-effective amendments to the 2010 Registration Statement and the 2014 Registration Statement will be filed to deregister such shares under the 2010 Registration Statement and the 2014 Registration Statement.

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the 2010 Registration Statement, the Registrant is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission to register, among other shares, the Carryover Shares authorized for issuance pursuant to the 2015 Plan.

#### 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 these post-effective amendments to registration statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on May 25, 2016.

BLUCORA INC.

By: /s/ Mark A. Finkelstein\_\_\_\_\_

Name: Mark A. Finkelstein

Title: Chief Legal & Administrative Officer and Secretary

Note: No other person is required to sign these post-effective amendments to registration statements on Form S-8 in reliance on Rule 478 of the Securities Act of 1933, as amended.