

BSQUARE CORP /WA  
Form S-8 POS  
November 05, 2009

As filed with the Securities and Exchange Commission on November 5, 2009

Registration No. 333-44306

**UNITED STATES**  
**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*

**BSQUARE CORPORATION**

(Exact name of registrant as specified in its charter)

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

**91-1650880**  
(I.R.S. Employer  
Identification No.)

**110 110<sup>th</sup> Avenue NE, Suite 200**

**Bellevue, Washington 98004**

(Address of Principal Executive Offices) (Zip Code)

**MAINBRACE 1998 STOCK OPTION PLAN**

(Full title of the plan)

**Brian T. Crowley**

**President and Chief Executive Officer**

**110 110<sup>th</sup> Avenue NE, Suite 200**

**Bellevue, Washington 98004**

(Name and address of agent for service)

**(425) 519-5900**

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

*Copies to:*

**Michael J. Erickson, Esq.**

**Summit Law Group, PLLC**

**315 Fifth Avenue South, Suite 1000**

**Seattle, Washington 98104**

## Edgar Filing: BSQUARE CORP /WA - Form S-8 POS

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

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 (the Amendment ) relates to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 23, 2000 (File No. 333-44306) (the Registration Statement ) of BSQUARE Corporation (the Company ) pertaining to a total of 158,616 shares (as adjusted to reflect the one-for-four reverse stock split effected on October 7, 2005) of the Company s common stock, no par value ( Common Stock ), authorized for issuance under the Company s Mainbrace 1998 Stock Option Plan (the Mainbrace Plan ). The Company has subsequently terminated the Mainbrace Plan.

As a result of the termination of the Mainbrace Plan, the offering of Common Stock under the Mainbrace Plan pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the 38,060 shares (as adjusted to reflect the one-for-four reverse stock split effected on October 7, 2005) of Common Stock registered but unsold under the Mainbrace Plan pursuant to the Registration Statement. This Amendment shall not affect the remaining shares of Common Stock registered pursuant to the Registration Statement, and the effectiveness of the Registration Statement as to such shares shall continue unaffected by this Amendment.

**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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on the 5<sup>th</sup> day of November, 2009.

**BSQUARE CORPORATION**  
(Registrant)

By: */s/ BRIAN T. CROWLEY*  
**Brian T. Crowley**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated below on the 5<sup>th</sup> day of November, 2009.

<b>Signature</b>	<b>Title</b>
<i>/s/ BRIAN T. CROWLEY</i> <b>Brian T. Crowley</b>	President and Chief Executive Officer (Principal Executive Officer)
<i>/s/ SCOTT C. MAHAN</i> <b>Scott C. Mahan</b>	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)
<i>/s/ ELLIOTT H. JURGENSEN, JR.</i> <b>Elliott H. Jurgensen, Jr.</b>	Chairman of the Board
<i>/s/ DONALD B. BIBEAULT</i> <b>Donald B. Bibeault</b>	Director
<i>/s/ ELWOOD D. HOWSE, JR.</i> <b>Elwood D. Howse, Jr.</b>	Director
<i>/s/ SCOT E. LAND</i> <b>Scot E. Land</b>	Director
<i>/s/ WILLIAM D. SAVOY</i> <b>William D. Savoy</b>	Director
<i>/s/ KENDRA VANDERMEULEN</i> <b>Kendra VanderMeulen</b>	Director