

OBH LLC
Form S-8 POS
February 23, 2012

As filed with the Securities and Exchange Commission on February 23, 2012

Registration No. 333-62273

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**BERKSHIRE HATHAWAY INC.
and
OBH, INC.**

(See Explanatory Note immediately following this facing page)

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(Exact name of Registrant as specified in its Charter)

Delaware (State or Other Jurisdiction)	47-0813844 (I.R.S. Employer
of Incorporation or Organization)	Identification Number)
3555 Farnam Street	
Omaha, Nebraska 68131	
(402) 346-1400	
(Address, Including Zip Code, and Telephone Number, Including	
Area Code, of Registrant's Principal Executive Offices)	

Berkshire Hathaway Inc. 1996 Stock Option Plan, as Amended and Restated

(Full Title of the Plan)

Marc D. Hamburg
Berkshire Hathaway Inc.
3555 Farnam Street
Omaha, Nebraska 68131
(402) 346-1400
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy To:

Mary Ann Todd
Munger, Tolles & Olson LLP

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355 South Grand Avenue

Los Angeles, California 90071

(213) 683-9100

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 ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

EXPLANATORY NOTE

The sole purpose of this amendment is to remove from registration shares of common stock remaining unsold at the termination of an offering.

This Post-Effective Amendment No. 2 amends the Registration Statement on Form S-8, file number 333-62273 (the "Registration Statement"), originally filed with the Securities and Exchange Commission (the "Commission") on August 26, 1998, as amended by the Post-Effective Amendment No. 1 thereto (the "First Amendment"), filed with the Commission on June 16, 1999. The Registration Statement relates to 11,702 shares of Class B Common Stock, par value \$0.1667 per share, of Berkshire Hathaway Inc. pursuant to the Berkshire Hathaway Inc. 1996 Stock Option Plan, as Amended and Restated. The Registration Statement was filed in connection with a business combination effected on December 21, 1998 between Berkshire Hathaway Inc. (which had been renamed "OBH, Inc." and shall be referred to herein as "Old Berkshire") and General Re Corporation ("General Re") (the "Merger Agreement"). Pursuant to the Merger Agreement, Old Berkshire and General Re each became wholly owned subsidiaries of NBH, Inc., a newly formed holding company ("New Berkshire"), which took the name "Berkshire Hathaway Inc." The Merger Agreement also provided that, under certain circumstances, the business combination would have been restructured such that General Re would have merged with, and become, a wholly owned subsidiary of Old Berkshire rather than New Berkshire (the "Alternative Transaction"). Therefore, the Registration Statement constituted the registration statement of New Berkshire or, if the Alternative Transaction occurred, of Old Berkshire. Because the Alternative Transaction did not occur, and no shares of Old Berkshire common stock were issued pursuant to the Registration Statement, the First Amendment removed from registration all shares of Old Berkshire common stock registered pursuant to the Registration Statement. The Registration Statement remained the registration statement of the shares of New Berkshire common stock registered pursuant thereto. The offering of such shares of New Berkshire common stock has terminated.

New Berkshire hereby removes from registration, by means of this Post-Effective Amendment No. 2, the registered shares of New Berkshire that were unsold at the termination of the offering pursuant to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrants certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-8 and have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on February 23, 2012.

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg
Marc D. Hamburg
Senior Vice President and Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Warren E. Buffett Warren E. Buffett	Chairman of the Board and Director (principal executive officer)	February 23, 2012
/s/ Marc D. Hamburg Marc D. Hamburg	Senior Vice President and Chief Financial Officer (principal financial officer)	February 23, 2012
/s/ Daniel J. Jaksich Daniel J. Jaksich	Controller (principal accounting officer)	February 23, 2012
/s/ Charles T. Munger Charles T. Munger	Vice-Chairman of the Board and Director	February 23, 2012
/s/ Walter Scott, Jr. Walter Scott, Jr.	Director	February 23, 2012
/s/ Howard G. Buffett Howard G. Buffett	Director	February 23, 2012
/s/ Ronald L. Olson Ronald L. Olson	Director	February 23, 2012
/s/ Susan L. Decker Susan L. Decker	Director	February 23, 2012
/s/ William H. Gates III William H. Gates III	Director	February 23, 2012
/s/ David S. Gottesman David S. Gottesman	Director	February 23, 2012

[Signatures continue on following page.]

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/s/ Charlotte Guyman Charlotte Guyman	Director	February 23, 2012
/s/ Donald R. Keough Donald R. Keough	Director	February 23, 2012
/s/ Thomas S. Murphy Thomas S. Murphy	Director	February 23, 2012
/s/ Stephen B. Burke Stephen B. Burke	Director	February 23, 2012

[Post-Effective Amendment - 333-62273]