

NISOURCE INC/DE
Form S-8 POS
June 26, 2009

As filed with the Securities and Exchange Commission on June 26, 2009.

Registration No. 333-33896-01

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 15
ON
FORM S-8
TO
FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
NiSource Inc.**

(Exact name of registrant as specified in its charter)

Delaware

35-2108964

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

**801 East 86th Avenue
Merrillville, Indiana**

46410

(Address of Principal Executive Offices)

(Zip Code)

**NORTHERN INDIANA PUBLIC SERVICE COMPANY BARGAINING UNIT TAX DEFERRED SAVINGS
PLAN**

BAY STATE GAS COMPANY SAVINGS PLAN FOR OPERATING EMPLOYEES AND TRUST

(Full title of each plan)

Robert E. Smith

NiSource Inc.

801 East 86th Avenue

Merrillville, Indiana 46410

(Name and address of agent for service)

(877) 647-5990

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

Copies of Correspondence to:

Richard J. Helmreich, Esq.

Porter, Wright, Morris & Arthur LLP

41 South High Street

Columbus, Ohio 43215

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):

Accelerated filer o

Non-accelerated filer o

Large accelerated
filer

Smaller reporting
company

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

On November 2, 2000, NiSource Inc. (the Registrant) filed a Post-Effective Amendment No. 11 on Form S-8 to Form S-4 (Commission File Nos. 333-33896-01 and 333-33896) with the Securities and Exchange Commission (the Registration Statement), with respect to, among other plans, the Registrant's Northern Indiana Public Service Company Bargaining Unit Tax Deferred Savings Plan (the NIPSCO Savings Plan) and the Registrant's Bay State Gas Company Savings Plan for Operating Employees and Trust (the Bay State Savings Plan and, collectively with the NIPSCO Savings Plan, the Plans). The purpose of this Post-Effective Amendment No. 15 is to withdraw and remove from registration the unissued and unsold securities registered by the Registrant with respect to the Plans under the Registration Statement. The Registration Statement registered 1,500,000 shares of the Company's Common Stock, \$0.01 par value per share (the Common Stock) under the NIPSCO Savings Plan and 518,000 shares of Common Stock under the Bay State Savings Plan, along with an indeterminate amount of interests to be offered and sold under the Plans.

The Registration Statement is hereby amended to deregister all of the unissued and unsold shares of Common Stock (and the corresponding indeterminate amount of interests) for the Plans registered under the Registration Statement. As a result of this deregistration, no securities for the Plans remain registered for sale pursuant to the Registration Statement. Nothing in this Post-Effective Amendment No. 15 shall deregister any securities under the Registration Statement, except as with respect to the Plans as set forth above.

SIGNATURES

The Registrant. 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Merrillville, State of Indiana, on June 23, 2009.

NISOURCE INC.

By: /s/ Robert C. Skaggs, Jr.
 Robert C. Skaggs, Jr., President and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| Name | Title | Date |
|--|--|---------------|
| /s/ Robert C. Skaggs, Jr. Robert C. Skaggs, Jr. | President, Chief Executive Officer and Director (Principal Executive Officer) | June 23, 2009 |
| /s/ Stephen P. Smith Stephen P. Smith | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 26, 2009 |
| /s/ Jeffrey W. Grossman Jeffrey W. Grossman | Vice President and Controller (Principal Accounting Officer) | June 25, 2009 |
| /s/ Ian M. Rolland Ian M. Rolland | Chairman and Director | June 23, 2009 |
| /s/ Richard A. Abdoo Richard A. Abdoo | Director | June 22, 2009 |
| /s/ Steven C. Beering Steven C. Beering | Director | June 24, 2009 |
| Dennis E. Foster | Director | |
| /s/ Michael E. Jesanis | Director | June 22, 2009 |

Michael E. Jesanis

/s/ Marty R. Kittrell

Director

June 23, 2009

Marty R. Kittrell

| Name | Title | Date |
|-------------------------|--------------|---------------|
| /s/ W. Lee Nutter | Director | June 24, 2009 |
| W. Lee Nutter | | |
| /s/ Deborah S. Parker | Director | June 24, 2009 |
| Deborah S. Parker | | |
| /s/ Richard L. Thompson | Director | June 24, 2009 |
| Richard L. Thompson | | |
| /s/ Carolyn Y. Woo | Director | June 26, 2009 |

Carolyn Y. Woo

The Plans. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Merrillville, State of Indiana, on June 26, 2009.

**NISOURCE INC. RETIREMENT
SAVINGS PLAN AS SUCCESSOR TO
THE NORTHERN INDIANA PUBLIC
SERVICE COMPANY BARGAINING
UNIT TAX DEFERRED SAVINGS PLAN**

By: NiSource Inc. Benefits Committee

By: /s/ Robert Campbell
Robert Campbell
Member, Plan Committee

By: /s/ Jeffrey Grossman
Jeffrey Grossman
Member, Plan Committee

By: /s/ Joel Hoelzer
Joel Hoelzer
Member, Plan Committee

By: /s/ Stephen P. Smith
Stephen P. Smith
Member, Plan Committee

By: /s/ David J. Vajda
David J. Vajda
Member, Plan Committee

**NISOURCE INC. RETIREMENT
SAVINGS PLAN AS SUCCESSOR TO
THE BAY STATE GAS COMPANY
SAVINGS PLAN FOR OPERATING
EMPLOYEES AND TRUST**

By: NiSource Inc. Benefits Committee

By: /s/ Robert Campbell
Robert Campbell
Member, Plan Committee

By: /s/ Jeffrey Grossman
Jeffrey Grossman
Member, Plan Committee

By: /s/ Joel Hoelzer
Joel Hoelzer
Member, Plan Committee

By: /s/ Stephen P. Smith
Stephen P. Smith
Member, Plan Committee

By: /s/ David J. Vajda
David J. Vajda
Member, Plan Committee