

AVOCENT CORP  
Form S-8 POS  
December 11, 2009

As filed with the Securities and Exchange Commission on December 11, 2009  
Registration No. 333-137168

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

**Avocent Corporation**  
(Exact name of registrant as specified in its charter)

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

**91-2032368**  
(I.R.S. Employer  
Identification Number)

**4991 Corporate Drive**  
**Huntsville, Alabama 35805**  
(Address, including zip code, of principal executive offices)

**2005 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Samuel F. Saracino**  
**Executive Vice President of Legal and Corporate Affairs,**  
**General Counsel and Secretary**  
**Avocent Corporation**  
**4991 Corporate Drive**  
**Huntsville, Alabama 35805**  
**(256) 430-4000**  
(Name, address and telephone number, including area code, of agent for service)

**With a copy to:**  
**John Shively**  
**Emerson Electric Co.**  
**8000 West Florissant Avenue**  
**St. Louis, Missouri 63136**  
**(314) 553-2000**

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

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- Accelerated filer
  - Non-accelerated filer (Do not check if a smaller reporting company)
  - Smaller reporting company
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### **DEREGISTRATION OF SHARES**

This Post-Effective Amendment No. 1 relates to the registration statement on Form S-8 (Registration No. 333-137168) previously filed by Avocent Corporation ( Avocent ) on September 7, 2006 with the Securities and Exchange Commission (the Registration Statement ), pertaining to the registration of shares (the Shares ) of Avocent common stock, par value \$0.001 per share (the Common Stock ).

Pursuant to an Agreement and Plan of Merger (the Merger Agreement ) dated as of October 5, 2009 among Emerson Electric Co. ( Emerson ), Globe Acquisition Corporation ( Globe ), a wholly owned subsidiary of Emerson, and Avocent, on October 15, 2009, Globe commenced a tender offer for all of the outstanding shares of Common Stock. The tender offer was consummated on December 11, 2009. Pursuant to the Merger Agreement, Globe will be merged with and into Avocent as soon as practicable after the consummation of the tender offer.

Accordingly, Avocent has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by Avocent in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, Avocent hereby removes from registration all Shares registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment No. 1.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on the 11th day of December, 2009.

AVOCENT CORPORATION

By: /s/ Samuel F. Saracino  
 Samuel F. Saracino  
*Executive Vice President of Legal and  
 Corporate  
 Affairs, General Counsel and Secretary*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael J. Borman Michael J. Borman	Chief Executive Officer and Director (Principal Executive Officer)	December 11, 2009
/s/ Edward H. Blankenship Edward H. Blankenship	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 11, 2009
/s/ Robert P. Kerley Robert P. Kerley *	Vice President and Corporate Controller (Controller)	December 11, 2009
Harold D. Copperman *	Director	December 11, 2009
Francis A. Dramis *	Director	December 11, 2009
Edwin L. Harper *	Chairman of the Board	December 11, 2009
William H. McAleer *	Director	December 11, 2009
David P. Vieau *	Director	December 11, 2009
Doyle C. Weeks	Director	

\* By: /s/ Samuel F. Saracino

Samuel F. Saracino  
Attorney-in-Fact