

OPNET TECHNOLOGIES INC  
Form S-8 POS  
December 18, 2012

As filed with the Securities and Exchange Commission on December 18, 2012

Registration No. 333-152810

**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*

**OPNET Technologies, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

**52-1483235**  
(I.R.S. Employer  
Identification No.)

**7255 Woodmont Avenue**  
**Bethesda, Maryland 20814-7900**  
(Address, Including Zip Code, of Principal Executive Offices)

**2000 Employee Stock Purchase Plan**  
**Amended and Restated 2000 Stock Incentive Plan**  
(Full Title of the Plans)

**Brett A. Nissenberg**  
**Senior Vice President and General Counsel**  
**OPNET Technologies, Inc.**  
**7255 Woodmont Avenue**  
**Bethesda, Maryland 20814-7900**  
**(240) 497-3000**  
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

**Keith A. Flaum, Esq.**  
**James R. Griffin, Esq.**  
**Weil, Gotshal & Manges LLP**  
**201 Redwood Shores Parkway**  
**Redwood Shores, CA 94065**

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(650) 802-3000

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this Post-Effective Amendment No. 1 ) is being filed in order to deregister all securities remaining unsold under that certain Registration Statement on Form S-8 (File No. 333-152810) (the Registration Statement ) which was filed on August 6, 2008 to register 2,489,742 shares of the common stock, par value \$0.001 per share (the Common Stock ), of OPNET Technologies, Inc. ( OPNET ), issuable under the 2000 Employee Stock Purchase Plan and Amended and Restated 2000 Stock Incentive Plan.

On December 18, 2012, pursuant to the terms of that certain Agreement and Plan of Merger, dated as of October 28, 2012 (the Merger Agreement ), by and among Riverbed Technology, Inc., a Delaware corporation ( Riverbed ), Octagon Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Riverbed ( Acquisition Sub ), and OPNET, Acquisition Sub merged with and into OPNET (the Merger ), with OPNET surviving the Merger as a wholly-owned subsidiary of Riverbed. Pursuant to the Merger, each outstanding share of Common Stock (other than shares held by Riverbed, OPNET or their respective subsidiaries, or held by stockholders of OPNET who properly asserted their appraisal rights under Delaware law) was converted into the right to receive: (i) \$36.55 in cash; and (ii) 0.2774 of a share of Riverbed common stock, par value \$0.0001 per share, without interest, and subject to applicable withholding tax.

As a result of the Merger, OPNET has terminated all offerings of its securities pursuant to existing registration statements, including the Registration Statement. Effective upon the filing of this Post-Effective Amendment No.1, OPNET hereby removes from registration all of the securities registered under the Registration Statement that remain unsold as of the date hereof.

**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 the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on December 18, 2012.

OPNET TECHNOLOGIES, INC.

By: /s/ Brett A. Nissenberg

Name: Brett A. Nissenberg

Title: Senior Vice President and General Counsel