

NELNET INC  
Form S-8 POS  
June 06, 2011

As filed with the Securities and Exchange Commission on June 6, 2011

Securities Act Registration No. 333-135367  
Exchange Act File No. 001-31924

---

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

Nelnet, Inc.  
(Exact name of registrant as specified in its charter)

Nebraska  
(State or other jurisdiction of  
incorporation or organization)

84-0748903  
(IRS Employer  
Identification No.)

121 South 13th Street, Suite 201  
Lincoln, Nebraska 68508  
(Address of Principal Executive Offices) (Zip Code)

Nelnet, Inc. Employee Stock Purchase Loan Plan  
(Full title of the plan)

Terry J. Heimes  
Chief Financial Officer  
Nelnet, Inc.  
121 South 13th Street, Suite 201  
Lincoln, Nebraska 68508  
(Name and address of agent for service)

(402) 458-2370  
(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.

Large accelerated filer  Accelerated filer   
Non-accelerated filer or (Do not check if a smaller reporting  
company)  Smaller reporting company



DEREGISTRATION OF SECURITIES

On June 27, 2006, the registrant filed a Registration Statement on Form S-8 (File No. 333-135367) to register 1,000,000 shares of the registrant's Class A common stock issuable under the Nelnet, Inc. Employee Stock Purchase Loan Plan (the "Plan"). Effective as of December 31, 2010, the Plan was terminated such that no future awards shall be made under the Plan.

Pursuant to the undertaking of the registrant contained in the registration statement to remove from registration by means of a post-effective amendment any of the securities registered which remain unsold under the registration statement at the termination of the offering, the registrant is filing this Post-Effective Amendment No. 1 to terminate the effectiveness of the registration statement and to deregister all shares of Class A common stock registered but remaining unsold under the registration statement as of the date of the termination of the Plan.

---

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 Lincoln, State of Nebraska, on May 26, 2011.

NELNET, INC.

By: /s/ Michael S. Dunlap  
 Michael S. Dunlap  
 Chairman of the Board of Directors  
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Michael S. Dunlap Michael S. Dunlap	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	May 26, 2011
* Terry J. Heimes	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 26, 2011
* Stephen F. Butterfield	Vice Chairman of the Board of Directors	May 26, 2011
* James P. Abel	Director	May 26, 2011
Kathleen A. Farrell	Director	May __, 2011
* Thomas E. Henning	Director	May 26, 2011
* Brian J. O'Connor	Director	May 26, 2011
Kimberly K. Rath	Director	May __, 2011
* Michael D. Reardon	Director	May 26, 2011

\* By: /s/ Michael S. Dunlap  
Michael S. Dunlap  
Attorney-in-Fact