

HEALTHCARE SERVICES GROUP INC

Form S-8 POS

October 26, 2012

As filed with the Securities and Exchange Commission on October 26, 2012

Registration No. 333-101063

Registration No. 333-107467

Registration No. 333-127747

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Healthcare Services Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

3220 Tillman Drive
Glenview Corporate Center, Suite 300
Bensalem, Pennsylvania 19020
(215) 639-4274

23-201836
(I.R.S. Employer
Identification Number)

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's
Principal Executive Offices)

Daniel P. McCartney
Chairman and Chief Executive Officer
Healthcare Services Group, Inc.
3220 Tillman Drive
Glenview Corporate Center, Suite 300
Bensalem, Pennsylvania 19020
(215) 639-4274

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent
For Service)

Copies to:

Kenneth A. Schlesinger, Esq.
Olshan Frome Wolosky LLP
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65 East 55th Street

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New York, New York 10022
(212) 451-2300

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

accelerated filer

non-accelerated filer

smaller reporting company

(do not check if a smaller reporting company)

HEALTHCARE SERVICES GROUP, INC.

EXPLANATORY NOTE

Healthcare Services Group, Inc. (the “Company”) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Company pursuant to its Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on (i) August 22, 2005 (Registration Statement No. 333-127747), (ii) July 30, 2003 (Registration Statement No. 333-107467), and (iii) November 7, 2002 (Registration Statement No. 333-101063) (collectively, the “Prior Registration Statement”) with respect to shares of the Company’s common stock, par value \$.01 per share (the “Common Stock”), thereby registered for offer or sale pursuant to the Healthcare Services Group, Inc. 2002 Stock Option Plan, as amended (the “2002 Plan”). The Prior Registration Statements registered an aggregate of 5,906,000 shares, after adjusting for various Company stock splits. Hence this Post-Effective Amendment No. 1 serves as a post-effective amendment for each of the Prior Registration Statements.

The Company has since adopted a new equity incentive plan, the Healthcare Services Group, Inc. 2012 Equity Incentive Plan (the “2012 Plan”), which replaces the 2002 Plan as of May 29, 2012, the date the Company’s shareholders approved the 2012 Plan. No future awards will be made under the 2002 Plan. According to the terms of the 2012 Plan, the shares of Common Stock that remained available for grant under the 2002 Plan, as of May 29, 2012, are available for issuance under the 2012 Plan. The total number of shares of Common Stock available for grant under the 2002 Plan and carried over to the 2012 Plan on May 29, 2012 was 1,338,000 (referred to herein as the “Carryover Shares”). The Carryover Shares are hereby deregistered under the Prior Registration Statements.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement, the Company is filing a new Registration Statement on Form S-8 (the “New Registration Statement”) to register the shares of Common Stock now available for offer or sale pursuant to the 2012 Plan, including but not limited to the Carryover Shares. The registration fees paid for the Carryover Shares under the Prior Registration Statements shall be carried over to the New Registration Statement.

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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Bensalem, Commonwealth of Pennsylvania, on this 23rd day of October, 2012.

HEALTHCARE SERVICES GROUP, INC.
(Registrant)

/s/ Daniel P. McCartney
Daniel P. McCartney, Chief Executive Officer
and Chairman of the Board

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated. Each of the undersigned officers and directors of Healthcare Services Group, Inc. hereby constitutes and appoints Daniel P. McCartney and John C. Shea and each of them singly, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him in his name in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and to prepare any and all exhibits thereto, and other documents in connection therewith, and to make any applicable state securities law or blue sky filings, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite or necessary to be done to enable Healthcare Services Group, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| Signature | Title | Date |
|--|---|------------------|
| /s/ Daniel P. McCartney Daniel P. McCartney | Chief Executive Officer and Chairman (Principal Executive Officer) | October 23, 2012 |
| /s/ Theodore Wahl Theodore Wahl | Director and President and Chief Operating Officer | October 23, 2012 |
| /s/ Michael E. McBryan Michael E. McBryan | Director and Executive Vice President | October 23, 2012 |
| /s/ Joseph F. McCartney Joseph F. McCartney | Director and Divisional Vice President | October 23, 2012 |
| /s/ Robert L. Frome Robert L. Frome | Director | October 23, 2012 |

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| /s/ Diane S. Casey Diane S. Casey | Director | October 23, 2012 |
| /s/ John M. Briggs John M. Briggs | Director | October 23, 2012 |
| /s/ Robert J. Moss Robert J. Moss | Director | October 23, 2012 |
| /s/ Dino D. Ottaviano Dino D. Ottaviano | Director | October 23, 2012 |
| /s/ John J. McFadden John J. McFadden | Director | October 23, 2012 |
| /s/ John C. Shea John C. Shea | Chief Financial Officer and Secretary (Principal Financial and Accounting Officer) | October 23, 2012 |

