

US BANCORP \DE\  
Form S-8 POS  
April 24, 2015

As filed with the Securities and Exchange Commission on April 24, 2015

Registration No. 333-142194

Registration No. 333-166193

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO**

**FORM S-8**

**REGISTRATION STATEMENTS  
UNDER THE SECURITIES ACT OF 1933**

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**U.S. BANCORP**

(Exact name of registrant as specified in its charter)

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

**41-0255900**  
(I.R.S. Employer  
Identification No.)

**800 Nicollet Mall**

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**Minneapolis, Minnesota 55402**  
(Address of principal executive offices)(Zip code)

**U.S. Bancorp 2007 Stock Incentive Plan**

**U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan**

(Full title of the plan)

**James L. Chosy, Esq.**  
**Executive Vice President, General Counsel**  
**and Corporate Secretary**

**U.S. Bancorp**  
**800 Nicollet Mall**  
**Minneapolis, Minnesota 55402**

(Name and address of agent for service)

**Copy to:**

**Jay L. Swanson, Esq.**  
Dorsey & Whitney LLP  
50 South Sixth Street, Suite 1500  
Minneapolis, Minnesota 55402  
(612) 340-2600

**(651) 466-3000**

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

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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   
(Do not check if a smaller reporting  
company)

Smaller reporting  
company

**EXPLANATORY NOTE / DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this Amendment ) amends the following Form S-8 Registration Statements (the Registration Statements ) of U.S. Bancorp (the Company ):

- Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the SEC ) (Registration No. 333-142194) on April 18, 2007, registering (i) 70,000,000 shares of the Company 's common stock, par value \$0.01 per share ( Common Stock ), that may be issued pursuant to the U.S. Bancorp 2007 Stock Incentive Plan (the 2007 Stock Plan ), and (ii) options to purchase 70,000,000 shares of Common Stock that may be granted pursuant to the 2007 Stock Plan; and
- Registration Statement on Form S-8 filed with the SEC (Registration No. 333-166193) on April 20, 2010, registering (i) 50,000,000 shares of Common Stock that may be issued pursuant to the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan (together with the 2007 Stock Plan, the Former Stock Plan ), and (ii) options to purchase 50,000,000 shares of Common Stock that may be granted pursuant to the Former Stock Plan.

On April 21, 2015, the shareholders of the Company approved the U.S. Bancorp 2015 Stock Incentive Plan (the New Stock Plan ), which replaces the Former Stock Plan. No future awards will be made under the Former Stock Plan. This Amendment is being filed by the Company, in accordance with the undertaking made by the Company in the Registration Statements, to remove from registration all shares of Common Stock and options to acquire Common Stock that have not been awarded or issued under the Former Stock Plan and that, in the case of shares of Common Stock, are not subject to outstanding options or other awards, and that are not otherwise available for grant under the New Stock Plan. Of the 120,000,000 shares of Common Stock registered for issuance under the Former Stock Plan, 46,258,602 shares are hereby deregistered. Of the options to acquire 120,000,000 shares of Common Stock registered for issuance under the Former Stock Plan, options to acquire 46,258,602 shares are hereby deregistered.

**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 Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, State of Kentucky, on April 21, 2015.

**U.S. BANCORP**

By: */s/ Richard K. Davis*  
Richard K. Davis  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statements has been signed on April 21, 2015 by the following persons in the capacities indicated.

**Signature and Title**

*/s/ Richard K. Davis*  
Richard K. Davis,  
Chairman, President and Chief Executive Officer  
(principal executive officer)

*/s/ Kathleen A. Rogers*  
Kathleen A. Rogers,  
Vice Chairman and Chief Financial Officer  
(principal financial officer)

*/s/ Craig E. Gifford*  
Craig E. Gifford,  
Executive Vice President and Controller  
(principal accounting officer)

*/s/ Douglas M. Baker, Jr.*  
Douglas M. Baker, Jr., Director

*/s/ Arthur D. Collins, Jr.*  
Arthur D. Collins, Jr., Director

*/s/ Kimberly J. Harris*  
Kimberly J. Harris., Director

*/s/ Roland A. Hernandez*  
Roland A. Hernandez, Director

*/s/ Doreen Woo Ho*  
Doreen Woo Ho, Director

*/s/ Joel W. Johnson*  
Joel W. Johnson, Director

/s/ Olivia F. Kirtley  
Olivia F. Kirtley, Director

**Signature and Title**

/s/ Jerry W. Levin  
Jerry W. Levin, Director

/s/ David B. O Maley  
David B. O Maley, Director

/s/ O dell M. Owens, M.D., M.P.H.  
O Dell M. Owens, M.D., M.P.H., Director

/s/ Craig D. Schnuck  
Craig D. Schnuck, Director

/s/ Patrick T. Stokes  
Patrick T. Stokes, Director

/s/ Scott W. Wine  
Scott W. Wine, Director