

ENDOCARE INC  
Form S-8 POS  
July 30, 2009

As filed with the Securities and Exchange Commission on July 30, 2009

Registration No. 333-152860

# **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***

**ENDOCARE, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**33-0618093**  
(I.R.S. Employer

Identification Number)

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**9825 Spectrum Drive**

**Building 3**

**Austin, Texas 78717**

**(512) 328-2892**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**2004 Stock Incentive Plan**

**(Full title of the Plan(s))**

**Clint B. Davis**

**Vice President**

**9825 Spectrum Drive**

**Building 3**

**Austin, Texas 78717**

**(512) 328-2892**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

**Copy to:**

**Michael F. Meskill**

**Jackson Walker L.L.P.**

**100 Congress Avenue, Suite 1100**

**Austin, Texas 78701**

**(512) 236-2000**

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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 ☐

Smaller reporting company ☒

(Do not check if a smaller reporting company)

**RECENT EVENTS: DEREGISTRATION**

The Registration Statement on Form S-8 (Registration No. 333-152860) (the "Registration Statement") of Endocare, Inc., a Delaware corporation ("Endocare"), pertaining to the registration of 2,500,000 shares of common stock of Endocare, par value \$0.001 per share (the "Endocare Common Stock"), to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on August 7, 2008.

HealthTronics, Inc., a Georgia corporation ("HealthTronics"), HT Acquisition Inc., a Delaware corporation and wholly-owned subsidiary of HealthTronics ("Offeror"), and Endocare entered into an Agreement and Plan of Merger dated as of June 7, 2009 (the "Merger Agreement"), pursuant to which, among other things, Endocare would merge with and into Offeror, Offeror would become a wholly-owned subsidiary of HealthTronics (the "Merger"), and all outstanding shares of Endocare Common Stock would be converted into the right to receive \$1.35 in cash, without interest, or 0.7764 of a share of HealthTronics common stock, subject to proration.

The Merger became effective following the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on July 27, 2009 (the "Effective Time").

As a result of the Merger, Endocare has terminated all offerings of Endocare Common Stock pursuant to its existing registration statements, including the Registration Statement. Endocare hereby deregisters all shares of Endocare Common Stock unissued under the Registration Statement which remain unsold as of the Effective Time.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company 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 Austin, State of Texas, on July 30, 2009.

**ENDOCARE, INC.**

By: /s/ JAMES S. B. WHITTENBURG  
JAMES S. B. WHITTENBURG  
President

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ James S. B. Whittenburg	Director and President	July 30, 2009
James S. B. Whittenburg	(Principal Executive Officer)	
/s/ Richard A. Rusk	Director, Vice President and Secretary	July 30, 2009
Richard A. Rusk	(Principal Financial and Accounting Officer)	