

CUMMINS INC
Form S-8 POS
July 05, 2012

As filed with the United States Securities and Exchange Commission on July 5, 2012

Registration Nos. 333-162796 and 333-123368

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

CUMMINS INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or Other Jurisdiction of
Incorporation or Organization)

35-0257090
(I.R.S. Employer
Identification No.)

500 Jackson Street

Box 3005

Columbus, Indiana 47202-3005

(Address, Including Zip Code, of Principal Executive Offices)

Cummins Inc. 2003 Stock Incentive Plan

(Full Title of the Plan)

Sharon R. Barner

Vice President General Counsel

500 Jackson Street

P.O. Box 3005

Columbus, Indiana 47202-3005

(812) 377-3609

COPY TO:

Mark Sifferlen

Vice President - Ethics & Compliance and

Corporate Secretary

500 Jackson Street

P.O. Box 3005

Columbus, Indiana 47202-3005

(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 definition 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 smaller reporting company)

EXPLANATORY NOTE

On May 8, 2012, the shareholders of Cummins Inc. (the Company) approved the 2012 Omnibus Incentive Plan (the 2012 Plan), which became effective upon such approval. The Plan is a successor plan to the 2003 Stock Incentive Plan (the Prior Plan), and 4,009,467 shares of Common Stock (the Prior Shares) that remained available under the Prior Plan for future grants were added to the number of shares available under the 2012 Plan. The Prior Shares were registered on Forms S-8 (Registration Statement Nos. 333-162796 and 333-123368) (the Prior Registration Statements), and have been transferred to the Plan.

This Post-Effective Amendment No. 1 to the Prior Registration Statements is being filed for the purpose of disclosing that the Prior Shares (3,500,000 from Registration Statement No. 333-162796 and 509,467 from Registration Statement No. 333-123368) have been moved to the Company's Registration Statement on Form S-8 filed on June 6, 2012 (No. 333-181927), which also registered an additional 3,500,000 shares of Common Stock under the Plan.

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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Indiana, on this 5th day of July, 2012.

CUMMINS INC.

By: /s/ Marsha L. Hunt

Marsha L. Hunt

Vice President Corporate Controller

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons on July 5, 2012 in the capacities indicated.

Signature

Title

/s/ N. Thomas Linebarger

Director and Chairman of the Board and Chief Executive Officer

N. Thomas Linebarger

(Principal Executive Officer)

/s/ Patrick J. Ward

Vice President Chief Financial Officer

Patrick J. Ward

(Principal Financial Officer)

/s/ Marsha L. Hunt

Vice President Corporate Controller

Marsha L. Hunt

(Principal Accounting Officer)

/s/ Robert J. Bernhard

Director

Robert J. Bernhard

/s/ Franklin R. Chang Diaz

Director

Franklin R. Chang Diaz

/s/ Stephen B. Dobbs

Director

Stephen B. Dobbs

/s/ Robert K. Herdman

Director

Robert K. Herdman

✻

Director

Alexis M. Herman

SIGNATURES

_____*

Director

William I. Miller

_____*

Director

Georgia R. Nelson

_____*

Director

Carl Ware

* By: /s/ Marsha L. Hunt

Marsha L. Hunt

Attorney-in-fact