

KNOT INC  
Form POS AM  
June 27, 2011

As filed with the Securities and Exchange Commission on June 27, 2011

Registration No. 333-165461

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Post-Effective Amendment No. 1  
to  
FORM S-3

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

THE KNOT, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

13-3895178  
(I.R.S. Employer Identification Number)

462 Broadway, 6th Floor  
New York, New York 10013  
(212) 219-8555  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive  
Offices)

Jeremy Lechtzin  
Senior Vice President, General Counsel and Secretary  
The Knot, Inc.  
462 Broadway, 6th Floor  
New York, New York 10013  
(212) 219-8555  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:  
Brian B. Margolis, Esq.  
Orrick, Herrington & Sutcliffe LLP  
51 West 52nd Street  
New York, New York 10019  
(212) 506-5000

Approximate date of commencement of proposed sale to the public: N/A.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

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EXPLANATORY NOTE – DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-165461) is being filed pursuant to the Registrant's undertaking in Part II, Item 17(3) of the original Registration Statement, filed on March 12, 2010 with the Securities and Exchange Commission, for the purpose of removing from registration 3,671,526 shares of common stock of the Registrant originally registered under the Securities Act of 1933 for resale by the selling shareholder named in the original Registration Statement.

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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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 27, 2011.

THE KNOT, INC.

By: /s/ DAVID  
LIU  
David Liu  
President,  
Chief  
Executive  
Officer and  
Chairman of  
the Board of  
Directors

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DAVID LIU	President, Chief Executive Officer and Chairman of the Board of Directors	June 27, 2011
David Liu	(Principal Executive Officer)	
*	Chief Financial Officer (Principal Financial and Accounting Officer)	June 27, 2011
John P. Mueller		
*	Director	June 27, 2011
Charles Baker		
*	Director	June 27, 2011
Ira Carlin		
*	Director	June 27, 2011
Eileen Naughton		
*	Director	June 27, 2011
Peter Sachse		

\* By: /s/ DAVID LIU

David Liu  
Attorney-in-fact

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