

RENAL CARE GROUP INC

Form S-8 POS

April 03, 2006

Reg. No. 333-37299

As filed with the Securities and Exchange Commission on April 3, 2006

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

RENAL CARE GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of or other Jurisdiction
of Incorporation or Organization)

62-1622383

(I.R.S. Employer Identification No.)

2525 West End Avenue, Suite 600, Nashville, Tennessee 37203

(Address and Zip Code of Principal Executive Offices)

**Renal Care Group, Inc. Third Amended and Restated 1996 Stock Incentive Plan
Outstanding Options Granted Outside of a Plan for 18,500 Shares Granted to Employees,
Directors, Medical Directors and Consultants**

(Full Title of the Plans)

Mats Wahlström

Chief Executive Officer

Renal Care Group, Inc.

2525 West End Avenue, Suite 600

Nashville, Tennessee 37203

(615) 345-5500

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

with a copy to:

Michael M. Froy

Sonnenschein Nath & Rosenthal LLP

7800 Sears Tower

Chicago, Illinois 60606

(312) 876-8000

DEREGISTRATION OF SECURITIES

The Registration Statement on Form S-8 (Registration No. 333-37299) (the "Registration Statement") of Renal Care Group, Inc., a Delaware corporation ("Renal Care Group"), relating to the registration of an aggregate of 2,295,078 shares (and any additional shares that become issuable as a result of adjustment and anti-dilution provisions applicable to awards) of Renal Care Group common stock, par value \$0.01 per share, including the associated rights to purchase shares of Series A Junior Participating Preferred Stock (the "Registered Securities"), to which this Post-Effective Amendment No. 1 relates, was filed with the United States Securities and Exchange Commission on October 6, 1997.

On March 31, 2006, pursuant to the terms of the Agreement and Plan of Merger and Reorganization, dated as of May 3, 2005, by and among Fresenius Medical Care AG, a corporation organized under the laws of the Federal Republic of Germany ("FME AG"), Fresenius Medical Care Holdings, Inc., a New York corporation, and a wholly owned subsidiary of FME AG ("FME"), Florence Acquisition, Inc., a Delaware corporation, and a wholly owned subsidiary of FME ("Merger Sub"), and Renal Care Group, Merger Sub merged with and into Renal Care Group, with Renal Care Group surviving the merger as a wholly owned subsidiary of FME. By filing this Post-Effective Amendment No. 1 to the Registration Statement, Renal Care Group hereby deregisters all Registered Securities that have not been sold or otherwise issued as of the date of the filing of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lexington, Massachusetts on March 31, 2006.

RENAL CARE GROUP, INC.

By: /S/ MATS WAHLSTRÖM

Name: Mats Wahlström

Title: Chief Executive Officer

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.

March 31, 2006	Chief Executive Officer and Director (Principal Executive Officer)	/S/ MATS WAHLSTRÖM Mats Wahlstrom
March 31, 2006	Vice President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	/S/ MICHAEL BROSNAN Michael Brosnan