

VIRGIN MEDIA INC.
Form S-8 POS
June 10, 2013

As filed with the Securities and Exchange Commission on June 10, 2013

Registration No.

333-117262 333-134523

333-150833 333-161348

333-167551 333-179595

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

Post-Effective Amendment No. 2 to Form S 8 Registration Statement No. 333-117262

Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-134523

Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-150833

Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-161348

Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-167551

Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-179595

UNDER

THE SECURITIES ACT OF 1933

Virgin Media Inc.

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(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)
65 Bleecker Street
6th Floor
New York, New York
(Address of principal executive offices)
59-3778247
(IRS Employer
Identification Number)
10012
(Zip Code)
NTL INCORPORATED 2004 STOCK INCENTIVE PLAN
(FORMERLY THE TELEWEST GLOBAL, INC. 2004 STOCK INCENTIVE PLAN)
NTL INCORPORATED 2006 STOCK INCENTIVE PLAN
VIRGIN MEDIA SHARESAVE PLAN
VIRGIN MEDIA INC. 2006 STOCK INCENTIVE PLAN
VIRGIN MEDIA INC. 2010 STOCK INCENTIVE PLAN
VIRGIN MEDIA INC. SHARE INCENTIVE PLAN

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

These post-effective amendments (the Post-Effective Amendments) pertaining to shares of common stock, par value \$0.01 per share of the entity known as Virgin Media Inc. prior to the Merger (as defined below) (the Registrant and such shares, the Shares) are filed by Virgin Media Inc., a Delaware corporation formerly known as Viper US MergerCo1 Corp. (the Registrant's Successor Issuer) and removes from registration all Shares registered under the following Registration Statements on Form S-8 filed by the Registrant or its predecessors (the Registration Statements) with the U.S. Securities and Exchange Commission (the SEC), pertaining to the registration of the Shares offered under certain employee benefit and equity plans and agreements.

Date Filed with

| Registration No. | the SEC | Name of Equity Plan or Agreement | Shares |
|-------------------------|-------------------|---|---------------|
| 333-117262 | July 9, 2004 | NTL Incorporated 2004 Stock Incentive Plan (formerly the Telewest Global, Inc. 2004 Stock Incentive Plan) | 24,500,000 |
| 333-134523 | May 26, 2006 | NTL Incorporated 2006 Stock Incentive Plan | 29,000,000 |
| 333-150833 | May 12, 2008 | Virgin Media Sharesave Plan | 3,000,000 |
| 333-161348 | August 14, 2009 | Virgin Media Sharesave Plan | 7,000,000 |
| 333-167551 | June 16, 2010 | Virgin Media Inc. 2006 Stock Incentive Plan and Virgin Media Inc. 2010 Stock Incentive Plan | 37,276,751 |
| 333-179595 | February 21, 2012 | Virgin Media Inc. Share Incentive Plan | 105,000 |

On February 5, 2013, the Registrant entered into an Agreement and Plan of Merger, as amended March 6, 2013 (the Merger Agreement) with Liberty Global, Inc., Lynx Europe Limited, Lynx US MergerCo 1 LLC, Lynx US MergerCo 2 LLC, Viper US MergerCo 1 LLC, and Viper US MergerCo 2 LLC, pursuant to which on the closing date of the merger (Closing Date), the Registrant has merged out of existence. The Registrant's Successor Issuer is a wholly-owned indirect subsidiary of Liberty Global plc (the Merger). The Merger became effective on June 7, 2013 pursuant to the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware

As a result of the Merger, all offerings of the Registrant's Shares pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements, as amended, have terminated. In accordance with an undertaking made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any Shares which remain unsold at the termination of the offering, the Registrant's Successor Issuer hereby removes from registration all Shares registered under the Registration Statements that remain unsold as of the date of the Post-Effective Amendments and terminates the effectiveness of the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant's Successor Issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing these Post-Effective Amendments and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, hereunto duly authorized, in Englewood, Colorado on the 10th day of June 2013.

VIRGIN MEDIA INC.

By: /s/ Michelle L. Keist
Michelle L. Keist
Vice President

Note: No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.