

TOTAL S.A.  
Form S-8 POS  
February 28, 2019

**As filed with the Securities and Exchange Commission on February 28, 2019**

**Registration No. 333-222833**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**

**to Form S-8 Registration Statement No. 333-222833**

***UNDER***

***THE SECURITIES ACT OF 1933***

**TOTAL S.A.**

**(Exact name of registrant as specified in its charter)**

**Republic of France**

**98-0227345**

**(State or other jurisdiction**

**of incorporation)**

**(I.R.S. Employer**

**Identification Number)**

**2, place Jean Millier**

**La Défense 6**

**92400 Courbevoie**

**France**

**Phone: +33 (0)1 47 44 45 46**

**(Address of principal executive offices) (Zip code)**

**TOTAL HOLDINGS USA, INC.**

**2018 EMPLOYEE SHAREHOLDER PLAN**

**(Full Title of the Plan)**

**Ms. Elizabeth Matthews**

**TOTAL Holdings USA, Inc.**

**1201 Louisiana Street, Suite 1800**

**Houston, Texas 77002**

**(713) 483-5000**

**(Name, address, including zip code, 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, a

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards that are adopted by the SEC.

#### **DEREGISTRATION OF SECURITIES**

TOTAL S.A. (the "Registrant") is filing this post-effective amendment no. 1 (this "Post-Effective Amendment") to the Registration Statement registered 1,900,000 shares of the Registrant's Common Stock issuable under the 2018 Plan. The Registration Statement is hereby amended to deregister all shares of Common Stock that were previously registered. Concurrently with this Post-Effective Amendment, the Registrant is filing a Registration Statement on Form S-8 to register additional shares of Common Stock.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for registration.

TOTAL S.A.

By:

/s/ Jean-Pierre SBRAIRE

Name:

Jean-Pierre Sbraire

Title:

Deputy Chief Financial Officer