

MCDONALDS CORP

Form S-8 POS

March 31, 2010

As filed with the Securities and Exchange Commission on March 31, 2010

Registration No. 33-50701

---

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

POST-EFFECTIVE AMENDMENT NO. 2

TO  
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

McDonald's Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

36-2361282  
(I.R.S. Employer Identification Number)

One McDonald's Plaza, Oak Brook, Illinois  
(Address of Principal Executive Offices)

60523-1900  
(Zip Code)

McDONALD'S CORPORATION SUPPLEMENTAL PROFIT SHARING AND SAVINGS PLAN  
(Full title of the plan)

Gloria Santona  
Corporate Executive Vice President,  
General Counsel and Secretary  
McDonald's Corporation  
One McDonald's Plaza  
Oak Brook, Illinois 60523-1900  
(Name and address of agent for service)

(630) 623-3000  
(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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

---

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 33-50701) filed by McDonald's Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on October 21, 1993 (the "Registration Statement") to register (i) 100,000 shares of the Registrant's Common Stock (with associated Preferred Stock Purchase Rights) for issuance under the McDonald's Corporation Deferred Incentive Plan (subsequently amended and restated to become the McDonald's Corporation Supplemental Profit Sharing and Savings Plan) (the "Plan"), and (ii) an indeterminate amount of participants' interests in the Plan.

Effective January 1, 2005, the Registrant amended the Plan to prohibit any deferral elections with respect to compensation that would be paid to participants (absent such deferral) on or after January 1, 2005. Accordingly, commencing on January 1, 2005, the Registrant's securities could not be issued under the Plan.

In accordance with the Registrant's undertaking in Part II, Item 9(c) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold under the Registration Statement and to terminate the effectiveness of the Registration Statement.

---

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24 Power of Attorney

---

SIGNATURES

The Registrant. 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 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 the Village of Oak Brook, State of Illinois, on this 31st day of March, 2010.

McDONALD'S CORPORATION

By: /s/ Gloria Santona  
Gloria Santona  
Corporate Executive Vice President,  
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature  
Title

Date

\* March 31, 2010  
Susan E. Arnold  
Director

\* March 31, 2010  
Peter J. Bensen  
Corporate Executive Vice President and  
Chief Financial Officer

\* March 31, 2010  
Robert A. Eckert  
Director

\* March 31, 2010  
Enrique Hernandez, Jr.  
Director

\* March 31, 2010  
Jeanne P. Jackson  
Director

\* March 31, 2010  
Richard H. Lenny  
Director

\* March 31, 2010  
Walter E. Massey  
Director

\* March 31, 2010

Andrew J. McKenna  
Chairman of the Board and Director

\* March 31, 2010

Cary D. McMillan  
Director

\* March 31, 2010

Kevin M. Ozan  
Corporate Senior Vice President - Controller

\* March 31, 2010

Sheila A. Penrose  
Director

\* March 31, 2010

John W. Rogers, Jr.  
Director

\* March 31, 2010

James A. Skinner  
Vice Chairman, Chief Executive Officer and  
Director

\* March 31, 2010

Roger W. Stone  
Director

\* March 31, 2010

Miles D. White  
Director

---

\*Gloria Santona, the undersigned attorney-in-fact, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment No. 2 on behalf of the above indicated directors and officers of the Registrant pursuant to a power of attorney filed with the U.S. Securities and Exchange Commission.

By: /s/ Gloria Santona  
Gloria Santona  
Attorney-in-Fact



EXHIBIT INDEX

| Exhibit No. | Description       |
|-------------|-------------------|
| 24          | Power of Attorney |