

PUGET ENERGY INC /WA  
Form S-8 POS  
February 09, 2009

As filed with the Securities and Exchange Commission on February 9, 2009

Registration No. 333-125199

**UNITED STATES**  
**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*

**PUGET ENERGY, INC.**

(Exact name of Registrant as specified in its charter)

Washington  
(State or other jurisdiction of incorporation or organization)

10885 N.E. 4th Street, Suite 1200

Bellevue, Washington 98004

91-1969407  
(I.R.S. Employer Identification No.)

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(Address of principal executive offices and zip code)

**PUGET ENERGY, INC. 2005 LONG-TERM INCENTIVE PLAN**

**(f/k/a PUGET ENERGY, INC. 1995 LONG-TERM INCENTIVE PLAN)**

**PUGET ENERGY, INC. AMENDED AND RESTATED NONEMPLOYEE DIRECTOR STOCK PLAN**

(Full title of the plans)

**JENNIFER L. O CONNOR**

**Senior Vice President, General Counsel, Chief Ethics and Compliance Officer and Corporate Secretary**

**Puget Energy, Inc.**

**10885 N.E. 4th Street, Suite 1200**

**Bellevue, Washington 98004**

**(425) 454-6363**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Andrew Bor**

**Perkins Coie LLP**

**1201 Third Avenue, Suite 4800**

**Seattle, Washington 98101-3099**

**(206) 359-8000**

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



This Post-Effective Amendment No. 1 to Registration Statement No. 333-125199 shall become effective automatically upon the date of filing in accordance with Rules 456 and 464 promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

On May 24, 2005, Puget Energy, Inc., a Washington corporation ( Puget Energy ), filed a registration statement on Form S-8 (Registration No. 333-125199) (the Registration Statement ) with the Securities and Exchange Commission, which registered a total of 3,250,000 shares of common stock of Puget Energy, par value \$.01 per share (the Common Stock ), together with associated stock purchase rights, to be offered or sold pursuant to the Puget Energy, Inc. 2005 Long-Term Incentive Plan and the Puget Energy, Inc. Amended and Restated Nonemployee Director Stock Plan.

On February 6, 2009, pursuant to the terms of the Agreement and Plan of Merger, dated October 25, 2007, by and among Puget Energy, Padua Holdings LLC (now Puget Holdings LLC), a Delaware limited liability company (the Parent ), Padua Intermediate Holdings Inc. (now Puget Intermediate Holdings Inc.), a Washington corporation and a wholly owned subsidiary of the Parent ( Puget Intermediate ), and Padua Merger Sub Inc. (now Puget Merger Sub Inc.), a Washington corporation and a wholly owned subsidiary of Puget Intermediate (the Merger Sub ), Merger Sub merged with and into Puget Energy, with Puget Energy as the surviving corporation (the Merger ).

As a result of the Merger, each outstanding share of Common Stock was cancelled and converted into the right to receive \$30.00 in cash, without interest thereon and less any applicable withholding taxes (other than any shares owned by the Parent and its subsidiaries and shares for which dissenters' rights have been properly exercised under Washington law).

As a result of the Merger, Puget Energy has terminated all offerings of its securities under existing registration statements, including the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering, Puget Energy is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister and remove all the shares of Common Stock, together with the associated stock purchase rights, registered under the Registration Statement which remain unissued and unsold as of the date hereof.

**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-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on February 9, 2009.

PUGET ENERGY, INC.

By: /s/ JAMES W. ELDREDGE  
Name: James W. Eldredge  
Title: Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on February 9, 2009.

<b>Signature</b>	<b>Title</b>
*	Director, President and Chief Executive Officer
Stephen P. Reynolds	(Principal Executive Officer)
/s/ ERIC M. MARKELL	Executive Vice President and Chief Financial Officer
Eric M. Markell	(Principal Financial Officer)
/s/ JAMES W. ELDREDGE	Vice President, Controller and Chief Accounting Officer
James W. Eldredge	(Principal Accounting Officer)
*	Director
William S. Ayer	
/s/ GRAEME BEVANS	Director
Graeme Bevans	
/s/ ANDREW CHAPMAN	Director
Andrew Chapman	
/s/ ALAN W. JAMES	Director
Alan W. James	
/s/ ALAN KADIC	Director
Alan Kadic	
/s/ CHRISTOPHER J. LESLIE	Director
Christopher J. Leslie	

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/s/ WILLIAM R. McKENZIE

Director

William R. McKenzie

/s/ LINCOLN WEBB

Director

Lincoln Webb

/s/ MARK WONG

Director

Mark Wong

\*By: /s/ James W. Eldredge

James W. Eldredge

*Attorney-in-fact*