

COMFORT SYSTEMS USA INC  
Form S-8 POS  
March 02, 2012

As filed with the Securities and Exchange Commission on March 2, 2012

Registration No. 333-44356

**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

**COMFORT SYSTEMS USA, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
Incorporation or Organization)

**76-0526487**  
(I.R.S. Employer  
Identification No.)

**675 Bering Drive**  
**Suite 400**  
**Houston, Texas 77057**  
(Address of Principal Executive Offices) (Zip Code)

**COMFORT SYSTEMS USA, INC. 401(K) PLAN**

(Full title of the Plan)

**Trent T. McKenna, Esq.**

**General Counsel**

**Comfort Systems USA, Inc.**

**675 Bering Drive, Suite 400**

**Houston, Texas 77057**

**713-830-9600**

(Name, address and telephone

number 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**

Comfort Systems USA, Inc., a Delaware corporation ( Comfort ), is filing this Post-Effective Amendment No. 1 (this Post-Effective Amendment ) to deregister certain securities originally registered by Registration Statement on Form S-8 (File No. 333-44356) (the Registration Statement ). The Registration Statement registered 1,000,000 shares of common stock, par value \$0.01 per share (the Common Stock ) and an indeterminate amount of plan interests issuable under the Comfort Systems USA, Inc. 401(k) Plan (the Plan ).

In November 2011, all of the shares of Common Stock in the Plan were liquidated and no new shares of Common Stock have been issued under the Plan. This Post-Effective Amendment terminates the offering of all securities pursuant to the Registration Statement.

The offering contemplated by this Registration Statement has been terminated. Pursuant to the undertaking contained in Part II of the Registration Statement, Comfort is removing from registration, by means of this Post-Effective Amendment, all Common Stock and plan interests that remain unissued and unsold under the Registration Statement.

**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 of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 2, 2012.

**COMFORT SYSTEM USA, INC.**

By: /s/ Trent T. McKenna  
Trent T. McKenna  
Vice President, General Counsel, and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on March 2, 2012.

| <b>Signature</b>   | <b>Title</b>   |
|--|--|
| /s/ Brian E. Lane<br>Brian E. Lane                           | President, Chief Executive Officer, and Director     |
| /s/ William George<br>William George                         | Executive Vice President and Chief Financial Officer |
| /s/ Julie Shaeff<br>Julie Shaeff                             | Senior Vice President and Chief Accounting Officer   |
| /s/ William F. Murdy<br>William F. Murdy                     | Chairman of the Board                                |
| /s/ Darcy G. Anderson<br>Darcy G. Anderson                   | Director   |
| /s/ Herman E. Bulls<br>Herman E. Bulls                       | Director   |
| /s/ Alfred J. Giardinelli, Jr.<br>Alfred J. Giardinelli, Jr. | Director   |
| /s/ Alan P. Krusi<br>Alan P. Krusi                           | Director   |
| /s/ Franklin Myers<br>Franklin Myers                         | Director   |
| /s/ James H. Schultz<br>James H. Schultz                     | Director   |
| /s/ Robert D. Wagner, Jr.<br>Robert D. Wagner, Jr.           | Director   |

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other person who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 2, 2012.

COMFORT SYSTEMS USA, INC. 401(K) PLAN

By:

/s/ William George

William George, not in his individual capacity, but solely  
as an authorized signatory for the 401(k) Investment  
Committee