

TOTAL SYSTEM SERVICES INC  
Form S-8 POS  
July 10, 2012

As filed with the Securities and Exchange Commission on July 10, 2012

Registration File No. 2-92497

**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*

**Total System Services, Inc.**

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

Georgia  
(State or other jurisdiction of

58-1493818  
(I.R.S. employer

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incorporation or organization)

identification number)

**One TSYS Way**

**Columbus, Georgia 31901**

**(706) 649-2310**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Total System Services, Inc. Employee Stock Purchase Plan**

(Full title of the Plan)

**Kathleen Moates**

**Senior Deputy General Counsel**

**Total System Services, Inc.**

**One TSYS Way**

**Columbus, Georgia 31901**

**(706) 649-2310**

(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, 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**

The purpose of this Post-Effective Amendment No. 1 is to deregister any shares and plan participation interests remaining under the Registration Statement on Form S-8 (Registration No. 2-92497) previously filed by Total System Services, Inc. (the Company) on August 1, 1984 with the Securities and Exchange Commission, pertaining to the registration of shares of the Company's common stock, par value \$.10 per share, and plan participation interests offered to eligible employees of the Company and to its subsidiaries pursuant to the Total System Services, Inc. Employee Stock Purchase Plan (the Plan). On May 1, 2012, the Company's shareholders approved the Total System Services, Inc. 2012 Employee Stock Purchase Plan (the New Plan), and the New Plan became effective on July 1, 2012. Concurrently with the effectiveness of the New Plan, the Plan terminated and no additional shares of common stock will be offered under the Plan.

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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Georgia, on the 10th day of July, 2012.

TOTAL SYSTEM SERVICES, INC.  
(Registrant)

By: /s/ Philip W. Tomlinson  
Philip W. Tomlinson,  
Principal Executive Officer and  
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan has duly caused this Post Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus and State of Georgia on the 10th day of July, 2012.

TOTAL SYSTEM SERVICES, INC.  
EMPLOYEE STOCK PURCHASE PLAN

By: /s/ Philip W. Tomlinson  
Philip W. Tomlinson,  
Principal Executive Officer and  
Chairman of the Board  
Total System Services, Inc.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

/s/ Philip W. Tomlinson  
Philip W. Tomlinson,  
Principal Executive Officer

Date: July 10, 2012

and Chairman of the Board

/s/ M. Troy Woods  
M. Troy Woods,  
President and Director

Date: July 10, 2012

/s/ James B. Lipham  
James B. Lipham,  
Senior Executive Vice President

Date: July 10, 2012

and Principal Financial Officer

/s/ Dorenda K. Weaver  
Dorenda K. Weaver,  
Chief Accounting Officer

Date: July 10, 2012

James H. Blanchard,

Date:

Director

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/s/ Richard Y. Bradley Richard Y. Bradley, Director	Date: July 10, 2012
/s/ Kriss Cloninger III Kriss Cloninger III, Director	Date: July 10, 2012
Walter W. Driver, Jr., Director	Date:
/s/ Gardiner W. Garrard, Jr. Gardiner W. Garrard, Jr., Director	Date: July 10, 2012
/s/ Sidney E. Harris Sidney E. Harris, Director	Date: July 10, 2012
/s/ Mason H. Lampton Mason H. Lampton, Director	Date: July 10, 2012
H. Lynn Page, Director	Date:
/s/ John T. Turner John T. Turner, Director	Date: July 10, 2012
/s/ Richard W. Ussery Richard W. Ussery, Director	Date: July 10, 2012
/s/ James D. Yancey James D. Yancey, Director	Date: July 10, 2012
/s/ Rebecca K. Yarbrough Rebecca K. Yarbrough, Director	Date: July 10, 2012