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PRIMEDIA INC
Form S-8 POS
January 18, 2002

As Filed with the Securities and Exchange Commission on January 18, 2002
Registration No. 333-56300

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

PRIMEDIA INC.
(Exact name of registrant as specified in its charter)

Delaware 13-364753
(State or other jurisdiction of (I.R.S. Employer Identification Number)
incorporation or organization)

745 Fifth Avenue
New York, New York 10151
(Address, including zip code, of registrant's principal executive office)

PRIMEDIA INC. 2001 STOCK INCENTIVE PLAN
AMENDED AND RESTATED 1999 NON-OFFICER STOCK OPTION/
STOCK ISSUANCE PLAN OF ABOUT.COM, INC.
EXPERTCENTRAL.COM, INC. 1999 STOCK INCENTIVE PLAN
GLOWBUG.COM, INC. 2000 STOCK OPTION/STOCK ISSUANCE PLAN
SOMBASA MEDIA, INC. INCENTIVE STOCK OPTION AGREEMENT, 1999 STOCK PLAN
1999 STOCK OPTION PLAN OF WISEADS INTERACTIVE, INC.
ABOUT.COM, INC. SECOND AMENDED AND RESTATED 1998 STOCK OPTION/
STOCK ISSUANCE PLAN
NORTH SKY, INC. (FORMERLY DIRECT CONNECT, INC.) 1997 STOCK OPTION PLAN
(Full title of the plans)

Christopher Fraser, Esq.
PRIMEDIA Inc.
745 Fifth Avenue
New York, New York 10151
(212) 745-0100
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Gary I. Horowitz, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

Explanatory Note

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PRIMEDIA Inc. is filing this Post-Effective Amendment No. 1 to Form S-8 (File No. 333-56300) to deregister 3,482,300 shares (the "Shares") of Common Stock of PRIMEDIA Inc. that were registered on Registration Statement Form S-8 (File No. 333-56300) filed on February 28, 2001. The Shares were to be issued upon exercise of options granted under the PRIMEDIA INC. 2001 Stock Incentive Plan. The Shares have not yet been issued.

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 Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 18th day of January, 2002.

PRIMEDIA INC.

By: /s/ Beverly C. Chell

Beverly C. Chell
Vice Chairman and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities set forth below on January 18, 2002.

| Signature ----- | Title ----- |
|------------------------------------|---------------------------------------|
| * ----- (Thomas S. Rogers) | Chairman and Chief Executive Officer |
| * ----- (Charles G. McCurdy) | President and Director |
| * ----- (Beverly C. Chell) | Vice Chairman, Secretary and Director |
| ----- (David Bell) | Director |
| * ----- (Meyer Feldberg) | Director |
| * ----- (Perry Golkin) | Director |
| * ----- | Director |

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(H. John Greeniaus)

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| Signature ----- | Title ----- |
|---------------------------------------|---|
| * ----- (Henry Kravis) | Director |
| * ----- (George R. Roberts) | Director |
| * ----- (Michael T. Tokarz) | Director |
| * ----- (Lawrence R. Rutkowski) | Executive Vice President and Chief Financial Officer |

* by signing her name hereto, Beverly C. Chell signs this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed by such persons.

By: /s/ Beverly C. Chell

Beverly C. Chell
(Attorney-in-fact)

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