

MModal Inc.
Form S-8 POS
August 21, 2012

As filed with the Securities and Exchange Commission on August 21, 2012

Registration No. 333-175472

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

MMODAL INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

98-0676666
(IRS Employer Identification No.)

9009 Carothers Parkway

Franklin, Tennessee
(Address of Principal Executive Offices)

37067
(Zip Code)

MedQuist Holdings Inc. 2010 Equity Incentive Plan

MedQuist Holdings Inc. 2010 Employee Stock Purchase Plan

Stand-Alone MedQuist Holdings Inc. Restricted Stock Award Agreement with Roger L. Davenport

(Full title of the plans)

Kathryn F. Twiddy, Esq.

Chief Legal Officer

MModal Inc.

9009 Carothers Parkway

Franklin, Tennessee 37067

(Name and address of agent for service)

(615) 261-1740

(Telephone number, including area code, of agent for service)

COPY TO:

Steven J. Abrams, Esq.

Pepper Hamilton LLP

3000 Two Logan Square

Eighteenth and Arch Streets

Philadelphia, Pennsylvania 19103-2799

(215) 981-4000

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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

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-175472) (the **Registration Statement**) of MModal Inc. (formerly MedQuist Holdings Inc.) (the **Company**) filed with the Securities and Exchange Commission (the **Commission**) on July 11, 2011. The Registration Statement registered a total of 4,536,914 shares of the Company's common stock, par value \$0.10 per share (the **Securities**), to be offered or sold pursuant to the MedQuist Holdings Inc. 2010 Equity Incentive Plan, the MedQuist Holdings Inc. 2010 Employee Stock Purchase Plan and the Stand-Alone MedQuist Holdings Inc. Restricted Stock Award Agreement with Roger L. Davenport.

On August 17, 2012, pursuant to the terms of the Agreement and Plan of Merger, dated as of July 2, 2012, as amended, by and among the Company, Legend Parent, Inc. (**Parent**) and Legend Acquisition Sub, Inc., a wholly-owned subsidiary of Parent (**Merger Sub**), Merger Sub merged with and into the Company (the **Merger**), with the Company continuing as the surviving corporation and an indirectly wholly-owned subsidiary of Parent.

In connection with the Merger, the Registration Statement is hereby withdrawn and all Securities registered hereunder, which remain unsold as of the date hereof, are hereby removed from registration.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, MModal Inc. 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 Registration Statement No. 333-175472 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on August 21, 2012.

MMODAL INC.

By: /s/ Roger L. Davenport
Roger L. Davenport

Chairman & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-175472 has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---------------------------|--|-----------------|
| /s/ Roger L. Davenport | Chief Executive Officer and Chairman | August 21, 2012 |
| Roger L. Davenport | (Principal Executive Officer) | |
| /s/ Ronald L. Scarboro | Chief Financial Officer | August 21, 2012 |
| Ronald L. Scarboro | (Principal Financial and Accounting Officer) | |
| /s/ Roger L. Davenport | Director | August 21, 2012 |
| Roger L. Davenport | | |
| /s/ Gregory A. Belinfanti | Director | August 21, 2012 |
| Gregory A. Belinfanti | | |
| /s/ Christian Ahrens | Director | August 21, 2012 |
| Christian Ahrens | | |
| /s/ Matthew P. Hughes | Director | August 21, 2012 |
| Matthew Hughes | | |