

MARSHALL & ILSLEY CORP/WI/
Form S-8 POS
June 26, 2008

As filed with the Securities and Exchange Commission on June 26, 2008

Registration No. 333-121604

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

MARSHALL & ILSLEY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Wisconsin

(State of Incorporation)

20-8995389

(I.R.S. Employer Identification No.)

770 North Water Street

Milwaukee, Wisconsin

(Address of Principal Executive
Offices)

53202

(Zip Code)

NYCE Corporation Employees Tax Deferred Savings Plan

(Full title of the plan)

Randall J. Erickson

Marshall & Ilsley Corporation

770 North Water Street

Milwaukee, Wisconsin 53202

(414) 765-7801

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

**With copies to:
Christopher B. Noyes
C.J. Wauters
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500**

This post-effective amendment (this Amendment) deregisters 344,035 shares (the Shares) of common stock, par value \$1.00 per share (the Common Stock), of the company formerly known as Marshall & Ilsley Corporation (the Company) prior to the effectiveness of the Transactions contemplated by that certain Investment Agreement, dated as of April 3, 2007, among the Company, Metavante Corporation (Metavante), Metavante Holding Company (New Metavante), Montana Merger Sub Inc. (Merger Sub) and WPM, L.P. (the Investment Agreement). The Shares were registered by the Company for issuance under the NYCE Corporation Employees Tax Deferred Savings Plan (the Plan) on the Company's Registration Statement on Form S-8 (the Registration Statement) filed with the Securities and Exchange Commission on December 23, 2004 (File No. 333-121604).

Pursuant to the Investment Agreement, Merger Sub, a wholly owned subsidiary of New Metavante, merged with and into the Company, with the Company continuing as the surviving corporation and as a direct, wholly owned subsidiary of New Metavante (the Holding Company Merger). On November 1, 2007, in connection with the Holding Company Merger, every three issued and outstanding shares of Common Stock was converted into one share of New Metavante common stock pursuant to the Investment Agreement. Following the Holding Company Merger, the Company converted from a Wisconsin corporation to a Wisconsin limited liability company. The Company, as a limited liability company and a direct, wholly owned subsidiary of New Metavante, distributed the outstanding shares of Metavante capital stock to New Metavante, causing Metavante to be a direct, wholly owned subsidiary of New Metavante. Subsequently, New Metavante contributed the membership interests of the Company to New M&I Corporation (New Marshall & Ilsley), which at the time was a direct, wholly owned subsidiary of New Metavante, and distributed three shares of New Marshall & Ilsley common stock to each holder of New Metavante common stock. New Marshall & Ilsley, which is filing this Amendment, was subsequently renamed Marshall & Ilsley Corporation. As a result, the Company has terminated all offerings of its Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in its Registration Statement to remove from registration, by means of a post-effective amendment, any shares of the Company's Common Stock which remain unsold at the termination of the offering, the Company hereby removes the Shares from registration. This Amendment also deregisters all unsold participants' interests in the Plan that were registered pursuant to the Registration Statement.

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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on June 26, 2008.

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson

Randall J. Erickson

Senior Vice President, Chief Administrative Officer

and General Counsel

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on June 26, 2008.

**NYCE CORPORATION EMPLOYEES TAX
DEFERRED SAVINGS PLAN**

By: /s/ Kenneth F. Best

Kenneth F. Best

Principal Accounting Officer

On behalf of Metavante Technologies, Inc. as Plan

Administrator