

GENERAL CABLE CORP /DE/

Form POS AM

January 26, 2006

As filed with the Securities and Exchange Commission on January 26, 2006

Registration No. 333-111436

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**POST-EFFECTIVE  
AMENDMENT NO. 10 TO  
FORM S-3 REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**GENERAL CABLE CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware** **06-1398235**  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

**4 Tesseneer Drive**  
**Highland Heights, Kentucky 41076**  
**(859) 572-8000**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Robert J. Siverd**  
**Executive Vice President, General Counsel and Secretary**  
**General Cable Corporation**  
**4 Tesseneer Drive**  
**Highland Heights, Kentucky 41076**  
**(859) 572-8000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:  
**Alan H. Lieblich, Esq.**  
**Jeffrey M. Taylor, Esq.**  
**Blank Rome LLP**  
**One Logan Square**  
**Philadelphia, Pennsylvania 19103**  
**(215) 569-5500**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement, as determined in light of market and other conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [  ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [  ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [  ]

**This Post-Effective Amendment No. 10 to Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c) of the Securities Act of 1933, as amended, may determine.**

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General Cable Corporation, a Delaware corporation (the Company), filed a Registration Statement on Form S-3 (File No. 333-111436) (the Registration Statement) with the Securities and Exchange Commission on December 22, 2003, registering 2,070,000 shares of the Company's 5.75% Series A Redeemable Convertible Preferred Stock (the Preferred Stock) and 10,345,860 shares of the Company's common stock into which the shares of Preferred Stock are convertible (the Conversion Shares), to be offered from time to time by the selling shareholders named therein (the Offering).

The Company is filing this Post-Effective Amendment No. 10 to the Registration Statement on Form S-3 to remove from registration 129,916 shares of Preferred Stock and 649,321 Conversion Shares that were subject to the Offering but remain unsold as of the date hereof. The Company is deregistering these securities because its obligation to maintain the effectiveness of the Registration Statement pursuant to the terms of the registration rights agreement for the benefit of the selling shareholders has expired.

**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-3 and has duly caused this Post-Effective Amendment No. 10 to the Registration Statement on Form S-3 of the registrant (No. 333-111436) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Highland Heights, Commonwealth of Kentucky, on this 26th day of January, 2006.

GENERAL CABLE  
CORPORATION  
(Registrant)

By: /s/ Robert J. Siverd

Robert J. Siverd  
Executive Vice President,  
General Counsel and  
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 10 to the registration statement (No. 333-111436) has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>                         | <u>Title</u>   | <u>Date</u>      |
|--|--|------------------|
| *<br>Gregory B. Kenny                    | Director, President and Chief Executive Officer (Principal Executive Officer)                                | January 26, 2006 |
| *<br>Christopher F. Virgulak             | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | January 26, 2006 |
| /s/ Robert J. Siverd<br>Robert J. Siverd | Executive Vice President, General Counsel and Secretary  | January 26, 2006 |
| *<br>Gregory E. Lawton                   | Director   | January 26, 2006 |
| *<br>Craig P. Omtvedt                    | Director   | January 26, 2006 |
| *<br>Robert A. Smialek                   | Director   | January 26, 2006 |

\*

Director

January 26, 2006

John E. Welsh, III

\* /s/ Robert J. Siverd  
By:

Robert J. Siverd  
Attorney-in-Fact