

BANK OF MONTREAL /CAN/  
Form S-8 POS  
August 29, 2017

As filed with the Securities and Exchange Commission on August 29, 2017

Registration No. 333-182644

**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***

**Bank of Montreal**

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

**Canada**  
**(State or other jurisdiction of**

**13-4941092**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**100 King Street West**

**1 First Canadian Place**

**Toronto, Ontario**

**Canada, M5X 1A1**

**Tel: +1 416-867-6785**

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

**Colleen Hennessy**

**Bank of Montreal**

**111 West Monroe Street**

**Chicago, Illinois, USA 60690**

**Tel: +1 312-461-7745**

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

**M&I Retirement Program**

**Missouri State Bank & Trust Company Retirement Savings Plan**

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

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act .

**DEREGISTRATION OF COMMON SHARES**

**EXPLANATORY NOTE**

On July 12, 2012, Bank of Montreal (the Bank or Registrant) filed a Registration Statement on Form S-8 (Registration No. 333-182644) (the Registration Statement) registering 1,950,000 common shares of the Registrant, without par value (the Common Shares), to be issued to participants under the M&I Retirement Program, and 50,000 Common Shares to be issued to participants under the Missouri State Bank & Trust Company Retirement Savings Plan (collectively with the M&I Retirement Program, the Plans). During calendar year 2015, the Plans were terminated and liquidated, whereby all of the assets held by the Plans, including Common Shares, were liquidated and distributed or distributed in kind to participants in the Plans. The Plans are no longer active and are not offering Common Shares to participants. As a result, the offerings contemplated by the Registration Statement have been terminated and the Bank has ceased to file annual reports on Form 11-K with respect to the Plans. Therefore, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed to deregister all Common Shares that were registered under the Registration Statement and remain unissued under the Plans.

---

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on this 29th day of August, 2017.

**BANK OF MONTREAL**

By: /s/ Thomas E. Flynn  
 Name: Thomas E. Flynn  
 Title: Chief Financial Officer  
 (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated in the City of Toronto, Province of Ontario, Canada.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ * William A. Downe	Chief Executive Officer, Director (Principal Executive Officer)	August 29, 2017
/s/ * Thomas E. Flynn	Chief Financial Officer (Principal Financial and Accounting Officer)	August 29, 2017
/s/ * J. Robert S. Prichard	Chairman of the Board	August 29, 2017
/s/ Jan Babiak Jan Babiak	Director	August 29, 2017
/s/ * Sophie Brochu	Director	August 29, 2017
/s/ * George A. Cope	Director	August 29, 2017
/s/ * Christine A. Edwards	Director	August 29, 2017
/s/ Martin S. Eichenbaum Martin S. Eichenbaum	Director	August 29, 2017
/s/ * Ronald H. Farmer	Director	August 29, 2017
/s/ Linda S. Huber	Director	August 29, 2017

Linda S. Huber

- 3 -

/s/ Eric R. La Flèche Eric R. La Flèche	Director	August 29, 2017
/s/ Lorraine Mitchelmore Lorraine Mitchelmore	Director	August 29, 2017
/s/ * Philip S. Orsino	Director	August 29, 2017
/s/ * Don M. Wilson III	Director	August 29, 2017
* /s/ William A. Downe William A. Downe		August 29, 2017

Attorney-in-Fact pursuant to Power of Attorney (incorporated by reference to Exhibit 24 to the Registration Statement on Form S-8 (Registration No. 333-175413), filed by Bank of Montreal with the SEC on July 8, 2011)

*The Plans.* Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on this 29th day of August, 2017.

MISSOURI STATE BANK & TRUST COMPANY  
RETIREMENT SAVINGS PLAN

By: /s/ Gary M. Hansen  
Name: Gary M. Hansen  
Title: Vice President and Division Manager

BMO Harris Bank N.A., its administrator

M&I RETIREMENT PROGRAM

By: /s/ Gary M. Hansen  
Name: Gary M. Hansen  
Title: Vice President and Division Manager

BMO Harris Bank N.A., its administrator

Pursuant to the requirements of Section 6(a) of the Securities Act, the Authorized Representative has duly caused this registration statement to be signed on its behalf by the undersigned, solely in her capacity as the duly authorized representative of Bank of Montreal in the United States, in the City of Chicago, State of Illinois, on this 29th day of August, 2017.

BANK OF MONTREAL

By: /s/ Colleen Hennessy

Name: Colleen Hennessy

Title: Associate General Counsel, BMO Harris Bank N.A.,

as Authorized Representative in the United States

- 4 -