

SOMANETICS CORP
Form S-8 POS
July 23, 2007

As filed with the Securities and Exchange Commission on July 23, 2007
 Registration No. 333-4620

**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**

SOMANETICS CORPORATION
 (Exact name of registrant as specified in its charter)

Michigan 38-2394784

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1653 East Maple Road, Troy, Michigan 48083-4208

(Address of Principal Executive Offices) (Zip Code)

STOCK OPTION AGREEMENTS, DATED DECEMBER 22, 1995
 STOCK OPTION AGREEMENT, DATED JANUARY 5, 1996

(Full title of the plans)
 Bruce J. Barrett, President
 Somanetics Corporation
 1653 East Maple Road
 Troy, Michigan 48083-4208

(Name and address of agent for service)
 (248) 689-3050

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

Calculation of Registration Fee

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Shares (1) (2) | 24,311 shares | \$ 5.00 (3) | \$121,555.00 | |
| Common Shares | 21,500 shares | \$13.125 (3) | \$282,187.50 | |
| Common Shares | 40,800 shares | \$ 5.625 (3) | \$229,500.00 | |
| Total | 86,611 shares | | \$633,242.50 | \$261.42 (4) |

(1) \$0.01 par value per share.

(2)

Reflects the
1-for-10 reverse
stock split effective
April 10, 1997 and
the deregistration
of 4,667
(post-reverse split)
Common Shares
previously subject
to the July 20, 1995
Stock Option
Agreements and
8,429
(post-reverse-split)
Common Shares
previously subject
to the
December 22, 1995
Stock Option
Agreements, all of
which shares are no
longer issuable
after the expiration
of the related Stock
Option
Agreements,
partially
unexercised.

- (3) Calculated pursuant to Rule 457(h) solely for the purpose of computing the registration fee and based on the exercise price of the options.
- (4) The registration fee was paid upon the filing of the original registration statement

This Post-Effective Amendment No. 1 is being filed (1) to reflect the effect of the 1-for-10 reverse stock split effective April 10, 1997 on the shares registered, (2) to deregister 4,667 (post-reverse-split) Common Shares previously subject to the July 20, 1995 Stock Option Agreements and 8,429 (post-reverse-split) Common Shares previously subject to the December 22, 1995 Stock Option Agreements, all of which shares are no longer issuable after the expiration of the related Stock Option Agreements, partially unexercised, and (3) to disclose the completion of the offering of the remaining shares.

Page 2 of 3 Pages

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 no. 1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on July 23, 2007.

SOMANETICS CORPORATION

By: /s/ BRUCE J. BARRETT
 Bruce J. Barrett,
 Its: President and Chief Executive
 Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|------------------------------|--|---------------|
| /s/ BRUCE J. BARRETT | President and Chief Executive Officer | July 23, 2007 |
| Bruce J. Barrett | and a Director (Principal Executive Officer) | |
| /s/ WILLIAM M. IACONA | Vice President and Chief Financial Officer, | July 23, 2007 |
| William M. Iacona | Controller, and Treasurer (Principal Financial Officer and Principal Accounting Officer) | |
| /s/ JAMES I. AUSMAN | Director | July 23, 2007 |
| James I. Ausman, M.D., Ph.D. | | |
| /s/ DANIEL S. FOLLIS | Director | July 23, 2007 |
| Daniel S. Follis | | |
| /s/ ROBERT R. HENRY | Director | July 23, 2007 |
| Robert R. Henry | | |
| /s/ RICHARD R. SORENSEN | Director | July 23, 2007 |
| Richard R. Sorensen | | |
| /s/ JOHN P. JUMPER | Director | July 23, 2007 |
| John P. Jumper | | |