

BERKSHIRE HATHAWAY INC
Form POS AM
February 23, 2012

As filed with the Securities and Exchange Commission on February 23, 2012

Registration No. 333-98145

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

BERKSHIRE HATHAWAY INC.

(Exact name of Registrant as specified in its Charter)

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(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification Number)

3555 Farnam Street

Omaha, Nebraska 68131

(402) 346-1400

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Marc D. Hamburg

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, Nebraska 68131

(402) 346-1400

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy To:

Mary Ann Todd

Munger, Tolles & Olson LLP

355 South Grand Avenue

Los Angeles, California 90071

(213) 683-9100

Approximate date of commencement of proposed sale to the public: Not applicable.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

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. ☐

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If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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.

Large accelerated filer x

Non-accelerated filer " (Do not check if a smaller reporting company)

Accelerated filer "

Smaller reporting company "

EXPLANATORY NOTE

The sole purpose of this amendment is to remove from registration securities remaining unsold at the termination of an offering.

This Post-Effective Amendment No. 1 amends the Registration Statement on Form S-3, file number 333-98145 (the "Registration Statement"), originally filed with the Securities and Exchange Commission (the "Commission") on August 15, 2002 by Berkshire Hathaway Inc. ("Berkshire"), as amended by the Amendment No. 1 thereto filed with the Commission on October 28, 2002 and the Amendment No. 2 thereto filed with the Commission on November 14, 2002 and supplemented from time to time thereafter (as amended and supplemented, the "Registration Statement"). Berkshire filed the Registration Statement to register the following securities issued by Berkshire: 40,000 Negative 0.75% SQUARZ, 40,000 Stripped SQUARZ, \$400,000,000.00 aggregate principal amount of 3.0% Senior Notes due 2007, 4,464 shares of Class A common stock, par value \$5.00 per share, and 133,920 shares of Class B common stock, par value \$0.1667 per share. The offer of such securities pursuant to the Registration Statement has terminated.

Pursuant to the undertaking in Item 17 of the Registration Statement, Berkshire hereby removes from registration, by means of this Post-Effective Amendment No. 1, the registered securities that were unsold at the termination of the offering 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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on February 23, 2012.

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg
Marc D. Hamburg
Senior Vice President and Chief Financial Officer

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

| Signature | Title | Date |
|--------------------------|---|-------------------|
| /s/ Warren E. Buffett | Chairman of the Board and Director | February 23, 2012 |
| Warren E. Buffett | (principal executive officer) | |
| /s/ Marc D. Hamburg | Senior Vice President and Chief Financial | February 23, 2012 |
| Marc D. Hamburg | Officer (principal financial officer) | |
| /s/ Daniel J. Jaksich | Controller (principal accounting officer) | February 23, 2012 |
| Daniel J. Jaksich | | |
| /s/ Charles T. Munger | Vice-Chairman of the Board and Director | February 23, 2012 |
| Charles T. Munger | | |
| /s/ Walter Scott, Jr. | Director | February 23, 2012 |
| Walter Scott, Jr. | | |
| /s/ Howard G. Buffett | Director | February 23, 2012 |
| Howard G. Buffett | | |
| /s/ Ronald L. Olson | Director | February 23, 2012 |
| Ronald L. Olson | | |
| /s/ Susan L. Decker | Director | February 23, 2012 |
| Susan L. Decker | | |
| /s/ William H. Gates III | Director | February 23, 2012 |
| William H. Gates III | | |
| /s/ David S. Gottesman | Director | February 23, 2012 |
| David S. Gottesman | | |

[Signatures continue on following page.]

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| | | |
|----------------------|----------|-------------------|
| /s/ Charlotte Guyman | Director | February 23, 2012 |
| Charlotte Guyman | | |
| /s/ Donald R. Keough | Director | February 23, 2012 |
| Donald R. Keough | | |
| /s/ Thomas S. Murphy | Director | February 23, 2012 |
| Thomas S. Murphy | | |
| /s/ Stephen B. Burke | Director | February 23, 2012 |
| Stephen B. Burke | | |

[Post-Effective Amendment - 333-98145]