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BORGWARNER INC
Form S-8 POS
August 13, 2004

As filed with the Securities and Exchange Commission on August 13, 2004
Registration Statement No. 333-12941

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

BORGWARNER INC.
(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3404508
(I.R.S. Employer
Identification No.)

200 South Michigan Avenue
Chicago, Illinois 60604
(Address of Principal Executive Offices)

BORG-WARNER AUTOMOTIVE AUTOMATIC TRANSMISSION SYSTEMS CORPORATION
GALLIPOLIS PLANT RETIREMENT SAVINGS PLAN
(Full title of the plan)

LAURENE H. HORISZNY, ESQ.
BorgWarner Inc.
200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-8500

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

DEREGISTRATION OF SECURITIES

BorgWarner Inc. (the "Company") previously filed a registration statement on Form S-8 (Registration No. 333-12941) for the purpose of registering shares of its common stock for issuance pursuant to the Borg-Warner Automotive Automatic Transmission Systems Corporation Gallipolis Plant Retirement Savings Plan (the "Plan"). The Company is filing this Post-Effective Amendment No. 1 to that registration statement to deregister any and all remaining unsold shares of common stock covered by such registration statement as of the date hereof. The Company has ceased offering securities under the Plan, and no additional securities will be issued thereunder.

Item 8. Exhibits.

The exhibit listed below is filed herewith and made a part hereof.

| Exhibit Number | Description of Document |
|-------------------|-------------------------|
|-------------------|-------------------------|

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24.1 Power of Attorney.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Post-Effective Amendment No. 1 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 Chicago, State of Illinois, on August 13, 2004.

BORGWARNER INC.

By: /s/TIMOTHY M. MANGANELLO
Timothy M. Manganello
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Name | Title | Date |
|---|---|-----------------|
| /s/TIMOTHY M. MANGANELLO TIMOTHY M. MANGANELLO | Chairman of the Board and Chief Executive Officer | August 13, 2004 |
| /s/ROBIN J. ADAMS ROBIN J. ADAMS | Executive Vice President, Chief Financial Officer & Chief Administration Officer (Principal Financial Officer) | August 13, 2004 |
| /s/WILLIAM C. CLINE WILLIAM C. CLINE | Vice President and Controller (Principal Accounting Officer) | August 13, 2004 |
| * JOHN RAU | Director | August 13, 2004 |
| * ALEXIS P. MICHAS | Director | August 13, 2004 |
| * PAUL E. GLASKE | Director | August 13, 2004 |
| * WILLIAM E. BUTLER | Director | August 13, 2004 |
| * ERNEST J. NOVAK, JR. | Director | August 13, 2004 |
| * ANDREW F. BRIMMER | Director | August 13, 2004 |
| * JERE A. DRUMMOND | Director | August 13, 2004 |
| * PHYLLIS O. BONNANO | Director | August 13, 2004 |
| /s/TIMOTHY M. MANGANELLO TIMOTHY M. MANGANELLO | *As attorney-in-fact for directors marked by an asterisk. | August 13, 2004 |

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Retirement Savings Plan Committee as Administrator of the Borg-Warner Automotive Automatic Transmission Systems Corporation Gallipolis Plant Retirement Savings Plan has 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 August 13, 2004.

BORG-WARNER AUTOMOTIVE AUTOMATIC TRANSMISSION SYSTEMS CORPORATION GALLIPOLIS PLANT RETIREMENT SAVINGS PLAN

By: /s/WILLIAM C. CLINE
WILLIAM C. CLINE
Member of the Retirement Savings Plan Committee as Administrator

By: /s/TIMOTHY M. MANGANELLO
TIMOTHY M. MANGANELLO
Member of the Retirement Savings Plan Committee as Administrator

By: /s/REGIS J. TREND
REGIS J. TREND
Member of the Retirement Savings Plan Committee as Administrator

By: /s/ROBIN J. ADAMS
ROBIN J. ADAMS
Member of the Retirement Savings Plan Committee as Administrator

EXHIBIT INDEX

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