

PROCTER & GAMBLE Co  
Form S-8 POS  
November 12, 2015

Registration No. 33-49081  
Registration No. 333-05715  
Registration No. 333-108753

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

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-49081  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-05715  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-108753

UNDER  
THE SECURITIES ACT OF 1933

THE PROCTER & GAMBLE COMPANY  
(Exact name of registrant as specified in its charter)

Ohio 31-0411980  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio  
45202  
(513) 983-1100  
(Address, including zip code, and telephone  
number, including area code, of registrant's principal  
executive offices)

The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan

Deborah P. Majoras, Secretary  
The Procter & Gamble Company  
One Procter & Gamble Plaza, Cincinnati, Ohio 45202  
(513) 983-1100  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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

Accelerated filer

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

EXPLANATORY NOTE  
Deregistration of Securities

The Procter & Gamble Company (the "Company") is filing these post-effective amendments (the "Post-Effective Amendments") to the following registration statements on Form S-8 (each, a "Registration Statement", and collectively, the "Registration Statements") to deregister any and all shares of the Company's common stock, no par value (the "Common Stock") and plan participation interests, registered but unsold or otherwise unissued under each of the following Registration Statements as of the date hereof:

Registration Statement on Form S-8 (File No. 33-49081) pertaining to the registration of an aggregate of 800,000 shares of Common Stock for issuance under The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan (the "Plan"), which was filed with the Securities and Exchange Commission (the "SEC") on October 2, 1992.

Registration Statement on Form S-8 (File No. 333-05715) pertaining to the registration of an aggregate of 3,000,000 shares of Common Stock for issuance under the Plan, which was filed with the SEC on June 11, 1996.

Registration Statement on Form S-8 (File No. 333-108753) pertaining to the registration of an aggregate of 2,000,000 shares of Common Stock for issuance under the Plan, which was filed with the SEC on September 12, 2003.

Plan participants can no longer contribute their funds to purchase Company common stock under the Plan. Consequently, by filing these Post-Effective Amendments, the Company hereby terminates the offerings pursuant to the Registration Statements and removes from registration any and all shares of Common Stock and plan participation interests registered but unsold or otherwise unissued under each of the above Registration Statements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on November 10, 2015. The following person is signing these Post-Effective Amendments on behalf of the registrant in reliance upon Rule 478 under the Securities Act.

THE PROCTER & GAMBLE COMPANY

By: /s/Deborah P. Majoras  
Deborah P. Majoras  
Secretary and Chief Legal Officer