

DEUTSCHE TELEKOM AG  
Form S-8 POS  
June 21, 2010

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As filed with the Securities and Exchange Commission on June 21, 2010

Registration No. 333-106591

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

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DEUTSCHE TELEKOM AG  
(Exact Name of Registrant as Specified in its Charter)

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Federal Republic of Germany  
(State or Other Jurisdiction of Incorporation  
or Organization)

None  
(IRS Employer Identification No.)

Friedrich-Ebert-Allee 140, 53113 Bonn, Germany  
(Address of Principal Executive Offices)

Deutsche Telekom AG Stock Option Plan 2001—Tranche 2001  
Deutsche Telekom AG Stock Option Plan 2001—Tranche 2002  
(Full title of the plan)

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Deutsche Telekom, Inc.  
Attn: Klaus-Peter Statz  
President & CEO  
14 Wall Street, Suite 6B  
New York, New York 10005

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+1 212 424 2900

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

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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

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Accelerated filer

Non-accelerated  
filer

Smaller reporting  
company

#### DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment relates to the Registration Statement No. 333-106591 filed on June 27, 2003 on Form S-8 (the "Registration Statement"), registering 141,130 ordinary shares (without par value) to be offered pursuant to the Deutsche Telekom AG Stock Option Plan 2001.

On April 21, 2010, Deutsche Telekom AG announced its intention to delist its American Depositary Shares and its underlying ordinary shares from the New York Stock Exchange and that this delisting would be followed by an application to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934, as amended. This post-effective amendment hereby terminates the Registration Statement and removes from registration all of the securities registered thereby which remain unsold as of the date hereof. As of the date hereof, Deutsche Telekom AG estimates that approximately 134,950 of the ordinary shares registered on Registration Statement No. 333-106591 in connection with Stock Option Plan 2001 remain unsold.

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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. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Bonn, Germany, on June 21, 2010.

DEUTSCHE TELEKOM AG

By: /s/ René Obermann  
Name: René Obermann  
Title: Chief Executive Officer

By: /s/ Timotheus Höttges  
Name: Timotheus Höttges  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to this Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated, in Bonn, Germany on June 21, 2010.

| Name                    | Title                                                                  |
|-------------------------|------------------------------------------------------------------------|
| /s/ René Obermann       | Member of the Management Board                                         |
| René Obermann           | Chief Executive Officer                                                |
| /s/ Timotheus Höttges   | Member of the Management Board                                         |
| Timotheus Höttges       | For Finance (Chief Financial Officer and Principal Accounting Officer) |
| /s/ Dr. Manfred Balz    | Member of the Management Board                                         |
| Dr. Manfred Balz        | For Data Privacy, Legal Affairs and Compliance                         |
| /s/ Reinhard Clemens    | Member of the Management Board                                         |
| Reinhard Clemens        | For Systems Solutions                                                  |
| /s/ Guido Kerkhoff      | Member of the Management Board                                         |
| Guido Kerkhoff          | For Europe                                                             |
| /s/ Thomas Sattelberger | Member of the Management Board                                         |
| Thomas Sattelberger     | For Human Resources                                                    |

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/s/ Niek Jan van Damme  
Niek Jan van Damme  
Member of the Management Board  
For Germany

/s/ Edward Kozel  
Edward Kozel  
Member of the Management Board  
For Technology and Innovation

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SIGNATURES

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed the registration statement or amendment, solely in the capacity of the duly authorized representative of Deutsche Telekom AG in the United States, in the City of New York, State of New York, U.S.A., on June 21, 2010.

DEUTSCHE TELEKOM INC.

By: /s/ Klaus-Peter Statz  
Name: Klaus-Peter Statz  
Title: President and CEO