

JACK IN THE BOX INC /NEW/  
Form S-8 POS  
February 26, 2015

As filed with the Securities and Exchange Commission on February 26, 2015  
Registration No. 333-88356

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

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Post-Effective Amendment No. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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JACK IN THE BOX INC.  
(Exact name of registrant as specified in its charter)

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|---|--|
| Delaware  | 95-2698708                                 |
| (State or other jurisdiction of<br>Incorporation or organization) | (I.R.S. Employer<br>Identification Number) |
| 9330 Balboa Avenue, San Diego, CA                                 | 92123                                      |
| (Address of Principal Executive Offices)                          | (Zip Code)                                 |

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Jack in the Box Inc. 2002 Stock Incentive Plan  
(Full Title of Plan)

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Jerry P. Rebel  
Executive Vice President and Chief Financial Officer  
9330 Balboa Avenue  
San Diego, CA 92123  
Phone: (858) 571-2121  
(Name, address, including zip code, and telephone number, including area code of agent for service)

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Copies to:  
Jeffrey C. Thacker, Esq.  
DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, CA 92121  
Phone: (858) 677-1400  
Fax: (858) 677-1401

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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.

Large accelerated filer

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Accelerated filer

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Non-accelerated filer

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Smaller reporting company

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this “Post-Effective Amendment”) relates to the registration statement on Form S-8, Registration No. 333-88356 (the “Registration Statement”), pertaining to registration of 1,900,000 shares of common stock, par value \$0.01 per share, of Jack in the Box Inc. (the “Company”) issuable pursuant to the Jack in the Box Inc. 2002 Stock Incentive Plan (the “Plan”). The Company is no longer issuing shares of common stock under the Plan and all rights to acquire shares of the Company’s common stock issued pursuant to the Plan have been exercised or have been cancelled or terminated in accordance with the terms of the Plan. As a result, the Company is terminating its offering of securities pursuant to the Plan and the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 26th day of February, 2015.

JACK IN THE BOX INC.

By: /s/ Jerry P. Rebel  
 Jerry P. Rebel  
 Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title  | Date              |
|--|--|-------------------|
| /S/ LEONARD A. COMMA<br>Leonard A. Comma         | Chairman of the Board and Chief Executive Officer<br>(principal executive officer)                                     | February 26, 2015 |
| /S/ JERRY P. REBEL<br>Jerry P. Rebel             | Executive Vice President and Chief Financial Officer<br>(principal financial officer and principal accounting officer) | February 26, 2015 |
| /S/ DAVID L. GOEBEL<br>David L. Goebel           | Director   | February 26, 2015 |
| /S/ SHARON P. JOHN<br>Sharon P. John             | Director   | February 26, 2015 |
| /S/ MADELEINE A. KLEINER<br>Madeleine A. Kleiner | Director   | February 26, 2015 |
| /S/ MICHAEL W. MURPHY<br>Michael W. Murphy       | Director   | February 26, 2015 |
| /S/ JAMES M. MYERS<br>James M. Myers             | Director   | February 26, 2015 |
| /S/ DAVID M. TEHLE<br>David M. Tehle             | Director   | February 26, 2015 |
| /S/ JOHN T. WYATT<br>John T. Wyatt               | Director   | February 26, 2015 |