

BENCHMARK ELECTRONICS INC  
Form POS AM  
February 21, 2006

As filed with the Securities and Exchange Commission on February 17, 2006.

Registration No. 333-90887

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form S-3/A

POST EFFECTIVE AMENDMENT NO. 2

TO

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## BENCHMARK ELECTRONICS, INC.

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**74-2211011**  
(I.R.S. Employer  
Identification No.)

**3000 Technology Drive  
Angleton, Texas 77515  
(979) 849-6550**

**Cary T. Fu  
Chief Executive Officer  
Benchmark Electronics, Inc.  
3000 Technology Drive  
Angleton, Texas 77515  
(979) 849-6550  
Fax: (979) 848-5269**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

(Address, including zip code, and telephone number, including area code, of registrant's agent for service of process)

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Copy to:

**William J. Whelan, Esq.**

**Cravath, Swaine & Moore LLP**

**Worldwide Plaza**

**825 Eighth Avenue**

**New York, New York 10019**

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Approximate date of commencement of proposed sale to 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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**EXPLANATORY STATEMENT**

On November 12, 1999, Benchmark Electronics, Inc. (the Company) filed a Registration Statement on Form S-3 (No. 333-90887) (the Registration Statement) relating to the registration of an aggregate 1,000,000 Common Shares ( Securities ). The selling shareholder obtained its shares of our common stock in connection with our acquisition of AVEX Electronics, Inc. and Kilbride Holdings B.V. on August 24, 1999. The Company's obligation to keep the Registration Statement effective has expired. This Post-effective Amendment No. 2 to the Registration Statement is being filed to remove all unsold Securities registered under the Registration Statement as of the date of this filing.

**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-3 and has duly caused this Post-effective Amendment No. 2 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Angleton, State of Texas, on February 16, 2006.

**BENCHMARK ELECTRONICS, INC.**

By: /s/ CARY T. FU  
Cary T. Fu  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated and on the dates indicated.

<b>Name</b>	<b>Position</b>	<b>Date</b>
/s/ Cary T. Fu Cary T. Fu	President and Chief Executive Officer (principal executive officer)	February 16, 2006
/s/ Gayla J. Delly Gayla J. Delly	Chief Financial Officer (principal financial and accounting officer)	February 16, 2006
/s/ Donald E. Nigbor Donald E. Nigbor	Chairman of the Board of Directors	February 16, 2006
/s/ Steven A. Barton Steven A. Barton	Director and Executive Vice President	February 16, 2006
/s/ John W. Cox John W. Cox	Director	February 16, 2006
/s/ John C. Custer John C. Custer	Director	February 16, 2006
/s/ Peter G. Dorflinger Peter G. Dorflinger	Director	February 16, 2006
/s/ Laura W. Lang Laura W. Lang	Director	February 16, 2006

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/s/ Bernee D.L. Strom  
Bernee D.L. Strom

Director

February 16, 2006