

Orchard Enterprises, Inc.  
Form S-8 POS  
July 30, 2010

As filed with the Securities and Exchange Commission on July 30, 2010

Registration No. 333-159677

---

UNITED STATES  
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

---

The Orchard Enterprises, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)  
or organization)

20-3365526  
(I.R.S. Employer Identification No.)

23 East 4th Street, 3rd Floor  
New York, New York 10003  
(Address, including zip code, of each registrant's principal executive offices)

---

The Amended and Restated Orchard Enterprises, Inc. 2008 Stock Plan  
(Full Title of the Plan)

---

Alexis H. Shapiro, Esq.  
Senior Vice President, General Counsel and Secretary  
23 East 4th Street, 3rd Floor  
New York, New York 10003  
(212) 201-9280

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

---

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

Accelerated filer   
Smaller reporting company



EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-8 (Registration No. 333-159677) (the “Registration Statement”) is being filed for the sole purpose of terminating the Registration Statement and deregistering any unissued shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), previously registered under the Registration Statement and issuable under The Amended and Restated Orchard Enterprises, Inc. 2008 Stock Plan. The Company hereby removes from registration any and all unissued shares of Common Stock registered under the Registration Statement.

---

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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 30th day of July, 2010.

THE ORCHARD ENTERPRISES, INC.

By:                   /s/ Bradley Navin  
                          Bradley Navin  
                          Chief Executive Officer

---