TOTAL SYSTEM SERVICES INC Form POS AM November 24, 2008 As filed with the Securities and Exchange Commission	on November 24, 2008
Registration No. 333-50351	
SECURITIES AND EXCHANGE COMMISSION	
Washington, D.C. 20549	
POST	T-EFFECTIVE AMENDMENT NO. 1
то	
FORM S-3	
REGISTRATION STATEMENT	
UNDER	
THE SECURITIES ACT OF 1933	
Total System Services, Inc.	
(Exact name of each registrant as specified in its charter	r)
Georgia	58-1493818
(State or other jurisdiction	(I.R.S. employer identification number)
of incorporation or organization)	
	One TSYS Way
Columbus, Georgia 31901	
(706) 649-2310	
(Address, including zip code, and telephone number,	

including area code, of each registrant's principal executive offices)		
Kathleen Moates		
Senior Deputy General Counsel		
Total System Services, Inc.		
One TSYS Way		
Columbus, Georgia 31901		
(706) 649-2310		
(Name, address, including zip code, and telephone number, including area code, of agent for service)		
Copy to:		
C. William Baxley		
King & Spalding LLP		
1180 Peachtree Street Atlanta, Georgia 30309		
(404) 572-4600		
Approximate date of commencement of proposed sale to the 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: o

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, please check the following box: o

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: o

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: o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

Indicate by check mark whether 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	X		Accelerated filer	o
Non-accelerated filer	o	(Do not check if a smaller reporting company)	Smaller reporting company	o

DEREGISTRATION OF SECURITIES

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Total System Services, Inc. (the "Company") filed a Registration Statement on Form S-3 (File No. 333-50351) (the "Registration Statement") with the Securities and Exchange Commission on April 17, 1998, registering 2,000,000 shares of the Company's common stock, par value \$0.10 per share, (the "Shares") to be sold from time to time pursuant to the Total System Services, Inc. Dividend Reinvestment and Direct Stock Purchase Plan, a dividend reinvestment and direct stock purchase plan.

The offering contemplated by the Registration Statement has terminated. In accordance with the undertaking contained in Part II, Item 17(a)(3) of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 1 to terminate the effectiveness of the Registration Statement and to remove from registration all of the Shares which remain unsold under the Registration Statement as of the date hereof.

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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Columbus, state of Georgia, on the 24th day of November 2008.

TOTAL	SYSTEM	SERVICES.	INC

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Principal Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-50351 has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Philip W. Tomlinson Philip W. Tomlinson * M. Troy Woods * James B. Lipham	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) President and Director	November 24, 2008 November 24, 2008 November 24, 2008
	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
/s/ Dorenda K. Weaver Dorenda K. Weaver	Chief Accounting Officer (Principal Accounting Officer)	November 24, 2008
Richard E. Anthony	Director	November, 2008
* James H. Blanchard		November 24, 2008
	Director	

* Richard Y. Bradley		November 24, 2008
Richard Y. Bradley	Director	November, 2008
Kriss Cloninger III	Director	November, 2008
Walter W. Driver, Jr.	Director	November, 2008
*		November 24, 2008
Gardiner W. Garrard, Jr.	Director	
Sidney E. Harris	Director	November, 2008
State, E. Harris	Director .	N 1 2000
Alfred W. Jones III	Director	November, 2008
*		November 24, 2008
Mason H. Lampton	Director	
* W. Walter Miller, Jr.	Director	November 24, 2008
	Director	
* H. Lynn Page	Director	November 24, 2008
		November, 2008
John T. Turner	Director	

November 24, 2008

Richard W. Ussery Director

* November 24, 2008

James D. Yancey Director

November ____, 2008

Rebecca K. Yarbrough Director

*By: /s/ Philip W. Tomlinson

Philip W. Tomlinson Attorney-in-fact

Date: November 24, 2008

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