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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-203725  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-239805

UNDER  
THE SECURITIES ACT OF 1933

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**PARTY CITY HOLDCO INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation  
or organization)

**46-0539758**

(I.R.S. Employer Identification No.)

**100 Tice Blvd.  
Woodcliff Lake, NJ 07677  
(973) 453-8601**

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

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**Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan**

(Full title of the plan)

**Bradley M. Weston  
Chief Executive Officer  
Party City Holdco Inc.  
100 Tice Blvd. Woodcliff Lake, New Jersey 07677  
(973) 453-8601**

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

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*Copies of all communications, including communications sent to agent for service, should be sent to:*

**David Huntington  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019  
United States  
(212) 373-3124**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## DEREGISTRATION OF SECURITIES

These Post-Effective Amendments (these “**Post-Effective Amendments**”) filed by Party City Holdco Inc. (the “**Company**”) relate to the following registration statements on Form S-8 (together, the “**Registration Statements**”):

1. Registration Statement No. 333-203725, registering (i) 6,822,480 shares of common stock, par value \$0.01 per share (the “**Common Stock**”), of the Company issuable under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan (the “**2012 Plan**”) and (ii) 8,290,800 shares of Common Stock issuable upon the exercise of outstanding options previously issued under the 2012 Plan, which was filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on April 29, 2015; and
2. Registration Statement No. 333-239805, registering 1,600,000 shares of Common Stock reserved for issuance under the 2012 Plan, which was filed with the Commission on July 10, 2020.

As previously disclosed on January 17, 2023, the Company and certain of its subsidiaries filed voluntary petitions (the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. As a result of the Chapter 11 Cases, the Company has terminated any and all offerings and sales of securities pursuant to each Registration Statement. In accordance with an undertaking made by the Company in each Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities of the Company that had been registered under such Registration Statement which remain unsold at the termination of such offering, the Company hereby removes from registration by means of this Post-Effective Amendment any and all such securities registered but unsold under each Registration Statement. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities and the Company hereby terminates the effectiveness of each Registration Statement.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 10, 2023.

PARTY CITY HOLDCO INC.

By: /s/ Todd Vogensen  
Todd Vogensen  
Chief Financial Officer

Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign these Post-Effective Amendments.

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