

As filed with the Securities and Exchange Commission on June 14, 1994

Registration No. 33-43582  
SEC File No. 1-5075

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S E C U R I T I E S   A N D   E X C H A N G E   C O M M I S S I O N

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1993

EG&G, INC.

(Exact name of issuer as specified in its charter)

Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-2052042  
(I.R.S. Employer  
Identification No.)

45 William Street, Wellesley, MA  
(Address of Principal Executive Offices)

02181  
(Zip Code)

EG&G, INC., 1981 EMPLOYEES STOCK PURCHASE PLAN  
(Full title of the plan)

Murray Gross, Esq., Vice President and General Counsel  
EG&G, INC.

45 William Street  
Wellesley, MA 02181  
(Name and address of agent for service)

(617) 237-5100  
(Telephone number, including area code, of agent for service)

Pursuant to a Registration Statement on Form S-8 (file no. 33-43582), EG&G, Inc. (the "Company") registered under the Securities Act of 1993, as amended (the "Securities Act"), 2,400,000 shares of Common Stock, \$1 par value per share, of the Company, which shares were to be issued pursuant to the EG&G, Inc., 1981 Employees Stock Purchase Plan of the Company (the "Plan"). This Post-Effective Amendment No. 1 to the Registration Statement is being filed for the purpose of deregistering 656,480 of such shares of Common Stock of the Company which remain unissued following the termination of the Plan.

Pursuant to Rule 478 promulgated under the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereto duly authorized, in the Town of Wellesley, Massachusetts, on this 14th day of June, 1994.

EG&G, INC.

By: \_\_\_\_\_  
Murray Gross, Esq.  
Vice President and  
General Counsel