

**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**

**MANPOWERGROUP INC.**

(Exact Name of Registrant as Specified in Charter)

**Wisconsin**

(State or other jurisdiction of  
incorporation or organization)

**39-1672779**

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

**100 Manpower Place**

**Milwaukee, Wisconsin**

(Address of Principal Executive Offices)

**53212**

(Zip Code)

**1991 Executive Stock Option and Restricted Stock Plan of Manpower Inc.  
Blue Arrow Savings Related Share Option Scheme**

(Full Title of Plans)

**Richard Buchband**

**Senior Vice President, General Counsel and Secretary**

**ManpowerGroup Inc.**

**100 Manpower Place**

**Milwaukee, Wisconsin 53212**

**(414) 961-1000**

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

With a copy to:

Dennis F. Connolly

Godfrey & Kahn, S.C.

780 N. Water Street

Milwaukee, Wisconsin 53202

(414) 273-3500

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.

Large accelerated filer  S Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**EXPLANATORY NOTE**

ManpowerGroup Inc. (the "Company") is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 14, 1991 (Registration Statement No. 33-40441) with respect to shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), thereby registered for issuance pursuant to the 1991 Executive Stock Option and Restricted Stock Plan of Manpower Inc. (the "1991 Plan") and the Blue Arrow Savings Related Share Option Scheme (the "Blue Arrow Plan"). The Company hereby deregisters 100,620 shares of Common Stock, which represent the shares that remained unissued under the 1991 Plan as of the date of this filing and 24,429 shares of Common Stock, which represent the shares that remained unissued under the Blue Arrow Plan as of the date of this filing.

**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 Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on January 9, 2015.**

MANPOWERGROUP INC.

By: /s/ Richard Buchband  
Richard Buchband  
Senior Vice President, General Counsel and Secretary

**Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated:**

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b>     |
|---|--|-----------------|
| <u>/s/ Jonas Prising</u><br>Jonas Prising                 | Chief Executive Officer and Director<br>(Principal Executive Officer)  | January 9, 2015 |
| <u>/s/ Michael J. Van Handel</u><br>Michael J. Van Handel | Executive Vice President and Chief<br>Financial Officer<br>(Principal Financial Officer and Principal<br>Accounting Officer) | January 9, 2015 |

Directors:  
Marc J. Bolland, Gina R. Boswell, Cari M. Dominguez, William Downe, Patricia A. Hemingway-Hall, Jeffrey A. Joerres, Roberto Mendoza, Ulice Payne, Jr., Jonas Prising, Paul Read, Elizabeth P. Sartain, John R. Walter, Edward J. Zore.

\*By: /s/ Richard Buchband As Attorney-in-Fact\* Date: January 9, 2015  
Richard Buchband

\*Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

**Exhibit Index**

**Exhibit No.**

**Description**

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Power of Attorney

**POWER OF ATTORNEY**  
(Registration Statements on Form S-8)

Each of the undersigned directors of ManpowerGroup Inc. (the "Company") hereby constitutes and appoints Jonas Prising, Michael J. Van Handel and Richard Buchband, and each of them, the undersigned's true and lawful attorney-in-fact, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead to sign for the undersigned and in the undersigned's name in the capacity as a director of the Company an amendment to each of the Company's Registration Statements on Form S-8 relating to the following equity compensation plans of the Company: 1991 Executive Stock Option and Restricted Stock Plan, 1994 Executive Stock Option and Restricted Stock Plan, Blue Arrow Savings Related Share Option Scheme, Manpower 1991 Directors' Stock Option Plan, Right Management Consultants, Inc. 1993 Stock Incentive Plan and Right Management Consultants, Inc. Amended and Restated Directors' Stock Option Plan, and to file the same, with all exhibits thereto, other documents in connection therewith, and any amendments to any of the foregoing, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or the undersigned's substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have each executed this Power of Attorney, on one or more counterparts, as of the 15th day of December, 2014. The following signature is applicable to each of the foregoing Powers of Attorney and may be filed with the Securities and Exchange Commission in typed form separately with each Power of Attorney.

/s/ Marc J. Bolland  
Marc J. Bolland

/s/ Ulice Payne, Jr.  
Ulice Payne, Jr.

/s/ Gina R. Boswell  
Gina R. Boswell

/s/ Jonas Prising  
Jonas Prising

/s/ Cari M. Dominguez  
Cari M. Dominguez

/s/ Paul Read  
Paul Read

/s/ William Downe  
William Downe

/s/ Elizabeth P. Sartain  
Elizabeth P. Sartain

/s/ Patricia A. Hemingway Hall  
Patricia A. Hemingway Hall

/s/ John R. Walter  
John R. Walter

/s/ Jeffrey A. Joerres  
Jeffrey A. Joerres

/s/ Edward J. Zore  
Edward J. Zore

/s/ Roberto Mendoza  
Roberto Mendoza