
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)

Manpower 1991 Directors Stock Option Plan

(Full Title of Plan)

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 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 July 10, 1997 (Registration Statement No. 333-31021) 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 Manpower 1991 Directors Stock Option Plan (the "Plan"). The Company hereby deregisters 102,473 shares of Common Stock, which represent the shares that remained unissued under the 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:

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