

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

**POST-EFFECTIVE AMENDMENT
NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-219986
NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-207925
UNDER
THE SECURITIES ACT OF 1933**

THE STARS GROUP INC.
(Exact name of registrant as specified in its charter)

Ontario
(State or other jurisdiction of
incorporation or organization)

98-0555397
(I.R.S. Employer
Identification No.)

**200 Bay Street, South Tower, Suite 3205
Toronto, Ontario, Canada
M5J 2J3**
(Address of principal executive offices, including zip code)

**THE STARS GROUP INC. STOCK PURCHASE PLAN
THE STARS GROUP INC. EQUITY INCENTIVE PLAN (F/K/A AMAYA INC. EQUITY INCENTIVE PLAN)
AMAYA GAMING GROUP INC. STOCK OPTION PLAN**
(Full title of the plans)

**Stars Group Services USA Corporation
DCOTA Office Center
1855 Griffin Road, Suite C450
Dania Beach, Florida 33004**
(Name and address of agent for service)

+1 (437)-371-5742
(Telephone number, including area code, of agent for service)

**Divyesh (Dave) Gadhia
The Stars Group Inc.
200 Bay Street, South
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Toronto, Ontario,
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**Rob Lando
Osler, Hoskin & Harcourt LLP
620 Eighth Avenue, 36th Floor
New York, New York 10018
(212) 867-5800**

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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.



DEREGISTRATION OF SECURITIES

These post-effective amendments relate to the following registration statements on Form S-8 (collectively, the “Registration Statements”) filed by The Stars Group Inc., a corporation organized under the laws of Ontario, Canada (“The Stars Group”), with the Securities and Exchange Commission (the “SEC”):

- [File No. 333-219986, filed with the SEC on August 15, 2017](#), registering 4,000,000 common shares of The Stars Group, without nominal or par value (“Common Shares”), reserved for issuance under the Stars Group Inc. Stock Purchase Plan; and
- [File No. 333-207925, filed with the SEC on November 10, 2015](#), registering 13,311,657 Common Shares, with 3,989,672 Common Shares reserved for issuance under The Stars Group Equity Incentive Plan (f/k/a Amaya Inc. Equity Incentive Plan), and the remaining 9,321,985 reserved for issuance under the Amaya Gaming Group Inc. Stock Option Plan.

On May 5, 2020, pursuant to that certain Arrangement Agreement (the “Arrangement Agreement”), dated October 2, 2019, by and between The Stars Group and Flutter Entertainment plc, a public limited company existing under the Laws of Ireland (“Flutter”), to effect, among other things, acquisition of all of the issued and outstanding Common Shares by Flutter in exchange for ordinary shares of Flutter (“Flutter Shares”) under a plan of arrangement under the Business Corporations Act (Ontario), The Stars Group became a wholly owned subsidiary of Flutter. The Flutter Shares issued pursuant to the Arrangement Agreement were issued in reliance upon the exemption from the registration requirements of the Securities Act of 1933 provided by Section 3(a)(10) thereof on the basis of the approval of the Ontario Superior Court of Justice (Commercial List).

As a result of the completion of the transactions contemplated by the Arrangement Agreement, The Stars Group has terminated all offerings of securities pursuant to the Registration Statements. Accordingly, The Stars Group hereby terminates the effectiveness of the Registration Statements and, in accordance with an undertaking made by The Stars Group in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, The Stars Group hereby removes from registration any and all of such securities that had been registered for issuance but remain unsold under the Registration Statements as of the date hereof, if any. The Registration Statements are hereby amended to reflect the deregistration of such securities.

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 the post-effective amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, Country of Canada, on May 6, 2020.

THE STARS GROUP INC.

By: /s/ Divyesh (Dave) Gadhia
Name: Divyesh (Dave) Gadhia
Title: Director and President

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the authorized representative has duly caused the post-effective amendments to the Registration Statements to be signed by the undersigned, solely in the capacity of the duly authorized representative of the Registrant in the United States, on May 6, 2020.

STARS GROUP SERVICES USA CORPORATION

By: /s/ Marlon Goldstein
Name: Marlon Goldstein
Title: Authorized Signatory