

ACA Capital Holdings Inc

Form S-8 POS

January 15, 2008

As filed with the Securities and Exchange Commission on January 15, 2008

Registration No. 333-140269

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**ACA Capital Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

**75-3170112**

(State or other jurisdiction of  
incorporation or  
organization)

(I.R.S. Employer  
Identification Number)

**140 Broadway  
New York, New York  
10005**

**Tel: (212) 375-2000**

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

**Amended and Restated 2006 Stock Incentive Plan**

(Full title of the plan)

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**Nora J. Dahlman, Esq.**

**Senior Managing Director, General Counsel**

**ACA Capital Holdings, Inc.**

**140 Broadway**

**New York, New York 10005**

**(212) 375-2000**

(Name, Address, including Zip Code, and telephone number, including area code, of agent for service)

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the registration statement on Form S-8, File No. 333-140269 (the "Registration Statement"), which was originally filed on January 26, 2007, is being filed to terminate the Registration Statement and deregister unsold shares of common stock of the registrant, ACA Capital Holdings, Inc., to be offered under the Amended and Restated 2006 Stock Incentive Plan which amended the Amended and Restated 2004 Stock Incentive Plan which amended the Omnibus Incentive Compensation Plan (the "Plan"). The Registration Statement registered 5,752,604 shares of the registrant's common stock issuable pursuant to the Plan.

Pursuant to the registrant's undertaking in Item 9 of Part II of the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the effectiveness of this Post-Effective Amendment, all shares of common stock registered under the Registration Statement that were not sold prior to the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York State, on this 15th day of January, 2008.

**ACA Capital Holdings, Inc.**

By: /s/ Edward U. Gilpin  
Edward U. Gilpin  
*Chief Financial Officer*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
*  Alan S. Roseman	President, Chief Executive Officer and Director (Principal Executive Officer)	January 15, 2008
/s/ Edward U. Gilpin  Edward U. Gilpin	Chief Financial Officer, Executive Vice President and Director (Principal Financial and Accounting Officer)	January 15, 2008
*  David E. King	Chairman of the Board	January 15, 2008
*  David M. Barse	Director	January 15, 2008
*  John G. Berylson	Director	January 15, 2008



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Director

January 15, 2008

Douglas L. Jacobs

\*

Director

January 15, 2008

Robert Juneja

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Director

January 15, 2008

William H. Lacy

Director

Gideon A. Pell

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Director

January 15, 2008

Warren A. Stephens

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\* By: /s/ Nora J. Dahlman  
Nora J. Dahlman,  
As Attorney-in-Fact