

HALIFAX CORP OF VIRGINIA
Form S-8 POS
October 01, 2009

As filed with the Securities and Exchange Commission on October 1, 2009

Registration No. 333-41995

**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**

HALIFAX CORPORATION OF VIRGINIA
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-0829246
(I.R.S. Employer
Identification Number)

**5250 Cherokee Avenue
Alexandria, Virginia 22312
(703) 750-2400**

(Address of Principal Executive Offices; Zip Code)

**Key Employee Stock Option Plan and
Non-Employee Directors Stock Option Plan**

(Full title of the plan)
Charles L. McNew
President and Chief Executive Officer
Halifax Corporation
5250 Cherokee Avenue
Alexandria, Virginia 22312
(703) 658-2400

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

Copies to:
Jane K. Storero
Blank Rome LLP
One Logan Square
Philadelphia, Pennsylvania 19103-6998
(215) 569-5500

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. (Check one):

Large accelerated

Accelerated filer o

Non-accelerated filer o

Smaller reporting

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filer o

(Do not check if a smaller reporting
company)

company b

This Post-Effective Amendment No. 1 to Registration Statement No. 333-41995 on Form S-8 filed with the Securities and Exchange Commission on December 11, 1997 is being filed for the purpose of deregistering under the Securities Act of 1933, as amended, 201,990 shares of common stock of Halifax Corporation of Virginia issuable pursuant to the Key Employee Stock Option Plan and Non-Employee Directors Stock Option Plan (the Plan). 78,010 shares of the 280,000 shares of common stock registered on the above-referenced Registration Statement, were issued pursuant to the Plan.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alexandria, Commonwealth of Virginia, on September 30, 2009.

HALIFAX CORPORATION OF VIRGINIA

By: /s/ Charles L. McNew
Charles L. McNew
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on the date indicated and in the capacities indicated.

NAME	TITLE	DATE
/s/ Charles L. McNew	President and Chief Executive Officer	September 30, 2009
Charles L. McNew	(Principal Executive Officer) and Director	
/s/ Joseph Sciacca	Vice President of Finance and Chief	September 30, 2009
Joseph Sciacca	Financial Officer (Principal Financial and Accounting Officer)	
/s/ John H. Grover	Director	September 30, 2009
John H. Grover		
/s/ Thomas L. Hewitt	Director	September 30, 2009
Thomas L. Hewitt		
/s/ Donald M. Ervine	Director	September 30, 2009
Donald M. Ervine		
	Director	September 30, 2009
Arch C. Scurlock, Jr.		
/s/ Daniel R. Young	Director	September 30, 2009
Daniel R. Young		
/s/ John M. Toups	Director	September 30, 2009
John M. Toups		

