

Boots & Coots, Inc.  
Form POS AM  
September 20, 2010

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**As filed with the Securities and Exchange Commission on September 17, 2010**

**Registration No. 333-132577**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Post-Effective Amendment No. 3  
to FORM S-3 on  
FORM S-1  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
BOOTS & COOTS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**11-2908692**  
(I.R.S. Employer  
Identification No.)

**c/o Boots & Coots, LLC  
3000 N. Sam Houston Pkwy East  
Houston, Texas 77032  
(281) 871-2699**  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Albert O. Cornelison, Jr.  
Executive Vice President and General Counsel  
Halliburton Company  
3000 North Sam Houston Parkway East  
Houston, Texas 77032  
(281) 871-2699**  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**Copy to:  
Andrew M. Baker  
Baker Botts L.L.P.  
2001 Ross Avenue  
Dallas, Texas 75201  
(214) 953-6500**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

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SIGNATURE

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**REMOVAL OF SECURITIES FROM REGISTRATION**

This Post-Effective Amendment No. 3 relates to the Registration Statement on Form S-3 of Boots & Coots, Inc. (formerly named Boots & Coots International Well Control, Inc., the Company ) originally filed with the Securities and Exchange Commission (the SEC ) on March 20, 2006 (Registration No. 333-132577) (the Original Form S-3 ), as amended, including Post-Effective Amendment No. 1 to Form S-3 on Form S-1 filed on March 14, 2008 ( Post-Effective Amendment No. 1 ), which converted the Original Form S-3 into a Registration Statement on Form S-1 (the Original Form S-3, as amended by the Post-Effective Amendment No. 1 and as further amended, the Registration Statement ), which was declared effective by the SEC on March 28, 2008. The Registration Statement registered the resale of up to 26,462,137 shares of common stock, par value \$0.00001 per share, of the Company (the Common Stock ). On September 17, 2010, pursuant to an Agreement and Plan of Merger, dated as of April 9, 2010, by and among Halliburton Company, a Delaware corporation ( Halliburton ), Gradient, LLC, a Delaware limited liability company and a direct, wholly owned subsidiary of Halliburton ( Merger Sub ), and the Company, the Company merged with and into Merger Sub, with Merger Sub surviving as a direct, wholly owned subsidiary of Halliburton that has been renamed Boots & Coots, LLC. As a result of such merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement.

In accordance with the undertaking of the Company in the Registration Statement, this Post-Effective Amendment No. 3 is being filed to remove from registration any and all Common Stock not heretofore sold pursuant to the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Common Stock.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on September 17, 2010.

BOOTS & COOTS, LLC  
successor by merger to Boots & Coots, Inc.

By: /s/ Mark A. McCollum

Name: Mark A. McCollum  
Title: Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Timothy J. Probert Timothy J. Probert	President (Principal Executive Officer)	September 17, 2010
/s/ Mark A. McCollum Mark A. McCollum	Senior Vice President and Manager (Principal Financial Officer)	September 17, 2010
/s/ Evelyn M. Angelle Evelyn M. Angelle	Vice President, Controller and Principal Accounting Officer	September 17, 2010
/s/ Mark A. Krutsinger Mark A. Krutsinger	Manager	September 17, 2010