

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

Non-accelerated filer

Smaller reporting

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

