

Guaranty Financial Group Inc.  
 Form POS AM  
 August 01, 2008

**SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 POST-EFFECTIVE AMENDMENT NO. 1**

**to  
 FORM S-1  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
 Guaranty Financial Group Inc.**

(Exact name of registrant as specified in its charter)

<p><b>Delaware</b>  <i>(State or other jurisdiction of              incorporation or organization)</i></p>	<p><b>6035</b>  <i>(Primary Standard Industrial              Classification Code Number)</i>  <b>1300 MoPac Expressway South              Austin, Texas 78746              (512) 434-1000</b></p>	<p><b>74-2421034</b>  <i>(I.R.S. Employer              Identification Number)</i></p>
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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kenneth R. Dubuque  
 1300 MoPac Expressway South  
 Austin, Texas 78746  
 (512) 434-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

***Copies to:***

**Glen Hettinger  
 Fulbright & Jaworski L.L.P.  
 2200 Ross Ave, Suite 2800  
 Dallas, Texas 75201  
 Tel: (214) 855-8000  
 Fax: (214) 855-8200**

**Edward F. Petrosky  
 Sidley Austin LLP  
 787 Seventh Avenue  
 New York, New York 10019  
 Tel: (212) 839-5300  
 Fax: (212) 839-5599**

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

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, as amended (the Securities Act), 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, please 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 post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, 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 post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, and 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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
		(Do not check if a smaller	



**DEREGISTRATION OF SECURITIES**

Guaranty Financial Group Inc. (the Company ) filed a registration statement on Form S-1 (File No. 333-150558) (as amended, the Registration Statement ) in connection with the distribution of subscription rights to its stockholders as of 5:00 p.m., New York City time, on June 18, 2008, in a rights offering. The Registration Statement registered (i) non-transferable subscription rights (the Rights ) to purchase up to an aggregate of 29,013,539 shares of Company common stock, par value \$1.00 per share, and (ii) 29,013,539 shares of Company common stock (the Shares ) deliverable upon exercise of the Rights in the rights offering. The Registration Statement was declared effective by the Securities and Exchange Commission on June 19, 2008.

On July 31, 2008, the Company announced that it had cancelled the Rights Offering. Pursuant to this Post-Effective Amendment No. 1 to the Registration Statement, the Company is seeking to deregister the Rights and the Shares. Although the Rights had been issued, no shares of Company common stock issuable upon exercise of the Rights have been issued. The Registration Statement is hereby amended to reflect the deregistration of the Rights and the Shares, and the Company respectfully requests deregistration of the Rights and the Shares as soon as practicable after the filing of this Post-Effective Amendment No. 1.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized on August 1, 2008.

**Guaranty Financial Group Inc.**

By: /s/ Scott A. Almy  
 Scott A. Almy  
 Executive Vice President, General  
 Counsel and Secretary

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Kenneth R. Dubuque* Kenneth R. Dubuque	Director, President and Chief Executive Officer (Principal Executive Officer)	August 1, 2008
/s/ Ronald D. Murff* Ronald D. Murff	Senior Executive Vice President, Chief Financial Officer (Principal Financial Officer)	August 1, 2008
/s/ Craig E. Gifford* Craig E. Gifford	Executive Vice President (Principal Accounting Officer)	August 1, 2008
/s/ Kenneth M. Jastrow, II* Kenneth M. Jastrow, II	Director, Chairman of the Board	August 1, 2008
/s/ David W. Biegler* David W. Biegler	Director	August 1, 2008
/s/ Larry R. Faulkner* Larry R. Faulkner	Director	August 1, 2008
/s/ Robert V. Kavanaugh* Robert V. Kavanaugh	Director	August 1, 2008

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Leigh M. McAlister* Leigh M. McAlister	Director	August 1, 2008
/s/ Edward R. ( Ted ) McPherson* Edward R. ( Ted ) McPherson	Director	August 1, 2008
/s/ Robert D. McTeer* Robert D. McTeer	Director	August 1, 2008
/s/ Raul R. Romero* RaRaul R. Romero	Director	August 1, 2008
/s/ John T. Stuart* J John T. Stuart	Director	August 1, 2008
/s/ Larry E. Temple* Larry E. Temple	Director	August 1, 2008
/s/ Billy D. Walker* B Billy D. Walker	Director	August 1, 2008
/s/ Robert B. Rowling* Robert B. Rowling	Director	August 1, 2008

\*By: Scott A. Almy  
Attorney-in-Fact