

Wells Timberland REIT, Inc.
Form POS AM
May 03, 2013

As filed with the Securities and Exchange Commission on May 3, 2013
Registration No. 333-157087

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 6 to
FORM S-11
FOR REGISTRATION UNDER THE SECURITIES
ACT OF 1933 OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

WELLS TIMBERLAND REIT, INC.
(Exact name of registrant as specified in its governing instruments)

6200 The Corners Parkway
Norcross, Georgia 30092-3365
(770) 449-7800
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
Leo F. Wells, III
President
Wells Timberland REIT, Inc.
6200 The Corners Parkway
Norcross, Georgia 30092-3365
(770) 449-7800
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Rosemarie A. Thurston
Lesley H. Solomon
Alston & Bird LLP
1201 W. Peachtree Street, Atlanta, Georgia 30309-3424
(404) 881-7000

Approximate date of commencement of proposed sale to the public: This post-effective amendment deregisters all of the securities that remain unsold under the registration statement as of the date hereof other than those securities registered under the registrant's distribution reinvestment plan.

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, 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, 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. "

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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. "

If delivery of this prospectus is expected to be made pursuant to Rule 434, 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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer	☐	Accelerated filer	☐	Non-accelerated filer	☒	Smaller reporting company	☐
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Deregistration of Shares of Common Stock

Wells Timberland REIT, Inc. (the "Registrant") filed a Registration Statement on Form S-11 (Commission File No. 333-157087) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission (the "SEC") on August 6, 2009, pursuant to which the Registrant registered up to 220,942,408 shares of its common stock, \$0.01 par value, for sale in its second public offering (the "Follow-On Offering"). Of the 220,942,408 shares registered, up to 200,000,000 shares of its common stock were to be issued in a primary offering at \$10.00 per share, and up to 20,942,408 shares of its common stock were to be issued pursuant to the Registrant's distribution reinvestment plan at \$9.55 per share.

On March 15, 2012, the Registrant terminated the primary offering of shares on this Registration Statement and withdrew from registration 187,523,818 unsold primary offering shares of its common stock by filing Post-Effective Amendment No. 5 to the Registration Statement with the SEC.

To date, the Registrant has not sold any shares under its distribution reinvestment plan. By filing this Post-Effective Amendment No. 6 to the Registration Statement, the Registrant hereby withdraws from registration 20,942,408 unsold shares of its common stock offered pursuant to its distribution reinvestment plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this amended registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, State of Georgia, on the 3rd day of May, 2013

Wells Timberland REIT, Inc.

By: /s/ Douglas P. Williams
 Name: Douglas P. Williams
 Title: Executive Vice President, Secretary, Treasurer,
 and Director

Signature	Title(s)	Date
* Leo F. Wells, III	President and Director (Principal Executive Officer)	May 3, 2013
/s/ Douglas P. Williams Douglas P. Williams	Executive Vice President, Secretary, Treasurer, and Director	May 3, 2013
* Donald S. Moss	Independent Director	May 3, 2013
* Willis J. Potts, Jr.	Independent Director	May 3, 2013
* Henry G. Zigtema	Independent Director	May 3, 2013
* By: /s/ Douglas P. Williams Douglas P. Williams, as attorney-in-fact		May 3, 2013