

FIRST RELIANCE BANCSHARES INC  
Form S-8 POS  
August 14, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**First Reliance Bancshares, Inc.**

*(Exact name of registrant as specified in its charter)*

|   |  |
|---|--|
| South Carolina  | 80-0030931   |
| <i>(State or other jurisdiction of<br/>incorporation or organization)</i> | <i>(I.R.S. Employer<br/>Identification Number)</i> |

2170 West Palmetto Street

Florence, South Carolina 29501

(843) 656-5000

*(Address, including zip code, and telephone number, including area code, of principal executive offices)*

**FIRST RELIANCE BANCSHARES, INC. 2006 EQUITY INCENTIVE PLAN**

*(Full title of the plan)*

F.R. Saunders Jr.

President and Chief Executive Officer

First Reliance Bancshares, Inc.

2170 West Palmetto Street

Florence, South Carolina 29501

(843) 656-5000

*(Name, address, and telephone number of agent for service)*

Copy to:

B.T. Atkinson, Esq.

Nelson Mullins Riley & Scarborough LLP

Bank of America Corporate Center, 42nd Floor

Charlotte, North Carolina 28202

Telephone: (704) 417-3000

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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 | <input type="checkbox"/>   | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input checked="" type="checkbox"/> |

**EXPLANATORY NOTE**

First Reliance Bancshares, Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister, as of the date hereof, the shares of its common stock, no par value (the “Common Stock”) originally registered by the Registrant pursuant to the Registration Statement on Form S-8 filed February 9, 2006 (Registration No. 333-131698) (the “Registration Statement”), for the offer or sale under the First Reliance Bancshares, Inc. 2006 Equity Incentive Plan.

The Registrant has terminated all offerings of Common Stock pursuant to the Registration Statement. Accordingly, and in accordance with an undertaking made by Registrant in the Registration Statement, the Registrant hereby removes from registration any and all shares of Common Stock originally reserved under the First Reliance Bancshares, Inc. 2006 Equity Incentive Plan which are unsold as of the date hereof.

**Item 8. Exhibits**

| <u>Exhibit<br/>No.</u> | <u>Description</u>   |
|------------------------|--|
| 24.1                   | Power of Attorney (incorporated by reference to the Registration Statement on Form S-8 filed February 9, 2006 (Registration No. 333-131698)) |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, First Reliance Bancshares, Inc. 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Florence, State of South Carolina, on this 14th day of August, 2014.

**FIRST RELIANCE BANCSHARES,  
INC.**

By: /s/ F.R. Saunders Jr.  
F.R. Saunders Jr.  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated below and on the dates indicated.

| <b><u>Signature</u></b>                             | <b><u>Title</u></b>   | <b><u>Date</u></b> |
|---|---|--------------------|
| /s/ F.R. Saunders Jr.<br>F.R. Saunders Jr.          | President, Chief Executive Officer, and<br>Director (Principal Executive Officer)   | August 14, 2014    |
| /s/ Jeffrey A. Paolucci<br>Jeffrey A. Paolucci      | Chief Financial Officer, Senior Vice President,<br>and Director (Principal Financial and<br>Principal Accounting Officer) | August 14, 2014    |
| /s/ Leonard A. Hoogenboom*<br>Leonard A. Hoogenboom | Director and Chairman of the Board  | August 14, 2014    |
| /s/ John M. Jebaily*<br>John M. Jebaily             | Director  | August 14, 2014    |
| /s/ C. Dale Lusk*<br>C. Dale Lusk                   | Director  | August 14, 2014    |
| /s/ A. Dale Porter*<br>A. Dale Porter               | Director  | August 14, 2014    |
| /s/ Paul C. Saunders*<br>Paul C. Saunders           | Director  | August 14, 2014    |

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|   |          |                 |
|---|----------|-----------------|
| J. Munford Scott Jr.  | Director | August 14, 2014 |
| James R. Lingle Jr.   | Director | August 14, 2014 |
| Julius G. Parris  | Director | August 14, 2014 |
| *By: /s/ Jeffrey A. Paolucci<br>Jeffrey A. Paolucci<br>Attorney-in-Fact |          | August 14, 2014 |