

ST JOE CO  
Form S-8 POS  
September 22, 2011

As filed with the Securities and Exchange Commission on September 21, 2011

Registration No. 333-160916

**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**

**The St. Joe Company**

(Exact Name of Registrant as Specified in Its Charter)

**Florida**

(State or Other Jurisdiction of Incorporation or Organization)

**59-0432511**

(I.R.S. Employer Identification No.)

**133 South WaterSound Parkway**

**WaterSound, Florida**  
(Address of Principal Executive Offices)

**32413**  
(Zip Code)

**The St. Joe Company 2009 Employee Stock Purchase Plan**

(Full Title of the Plan)

**Kenneth M. Borick**

**Senior Vice President, Real Estate Counsel and Secretary**

**The St. Joe Company**

**133 South WaterSound Parkway**

**WaterSound, Florida 32413**

(Name and Address of Agent For Service)

**(850) 588-2300**

(Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**Kara L. MacCullough, Esq.**

**Greenberg Traurig, P.A.**

**401 East Las Olas Boulevard**

**Suite 2000**

**Fort Lauderdale, FL 33301**

**(954) 765-0500**

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.

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-160916) filed by The St. Joe Company (the "Registrant") with the U.S. Securities and Exchange Commission on July 30, 2009 (the "Registration Statement") to register 70,000 shares of the Registrant's Common Stock for issuance under The St. Joe Company 2009 Employee Stock Purchase Plan (the "Plan"). The Registrant terminated the Plan effective July 1, 2011, and all options granted under the Plan have been exercised or forfeited. As of the date of this Post-Effective Amendment, no additional shares of Common Stock registered will be issued under the Plan.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

**Signatures**

**The Registrant.** 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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of WaterSound, State of Florida, on this 21st day of September 2011.

**The St. Joe Company**

By: /s/ Park Brady  
Name: Park Brady

Title: Principal Executive Officer and Chief  
Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Bruce R. Berkowitz  Bruce R. Berkowitz	Chairman of the Board of Directors	September 21, 2011
/s/ Park Brady  Park Brady	Principal Executive Officer and Chief Operating Officer  (Principal Executive Officer)	September 21, 2011
/s/ Janna L. Connolly  Janna L. Connolly	Chief Financial Officer  (Principal Financial Officer and Principal Accounting Officer)	September 21, 2011
/s/ Charles J. Crist, Jr.  Charles J. Crist, Jr.	Director	September 21, 2011
/s/ Hugh M. Durden  Hugh M. Durden	Director	September 21, 2011
/s/ Charles M. Fernandez  Charles M. Fernandez	Director	September 21, 2011
/s/ Howard S. Frank  Howard S. Frank	Director	September 21, 2011
/s/ Jeffrey C. Keil  Jeffrey C. Keil	Director	September 21, 2011

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/s/ Delores M. Kesler

Director

September 21, 2011

Delores M. Kesler

/s/ Thomas P. Murphy, Jr.

Director

September 21, 2011

Thomas P. Murphy, Jr.

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer The St. Joe Company 2009 Employee Stock Purchase Plan) have duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of WaterSound, State of Florida, on this 21st day of September, 2011.

**The St. Joe Company 2009 Employee Stock Purchase Plan**

By: **The Compensation Committee of the Board of Directors of The St. Joe Company**

By: /s/ Delores M. Kesler  
Name: Delores M. Kesler

Title: Chair