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FEDERAL TRUST CORP  
Form S-1/A  
May 12, 2009

As filed with the Securities and Exchange Commission on May 12, 2009

Registration No. 333-152719

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

PRE-EFFECTIVE AMENDMENT NO. 1 TO THE  
FORM S-1  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

FEDERAL TRUST CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

|   |   |  |
|---|---|--|
| -----<br>Florida<br>-----<br>(State or Other Jurisdiction<br>of Incorporation or<br>Organization) | 6712<br>-----<br>(Primary Standard<br>Industrial Classification<br>Code Number) | 59-2935028<br>-----<br>(I.R.S. Employer<br>Identification<br>Number) |
|---|---|--|

312 West First Street, Suite 110  
Sanford, Florida 32771  
(407) 323-1833

-----  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

Dennis T. Ward  
312 West First Street, Suite 110  
Sanford, Florida 32771  
(407) 323-1833

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(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Agent for Service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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, check the following box: [ X ]

If this Form is filed to register additional shares 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

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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, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of a "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 [ ]  
(Do not check if a smaller reporting company)

Smaller reporting company [ X ]

PART II: INFORMATION NOT REQUIRED IN PROSPECTUS

Application for Withdrawal of Registration Statement

This Pre-Effective Amendment No. 1 is filed pursuant to Rule 477(a) under the Securities Act of 1933, as amended (the "Act") for the purpose of withdrawing the Registrant's Registration Statement on Form S-1 (No. 333-152719) prior to effectiveness, with respect to the offer and sale of up to 50,000,000 shares of common stock and up to 10,000,000 warrants to purchase shares of common stock. No securities were sold in connection with the proposed offering. The Registrant understands that the filing fees it paid will be held by the Commission pursuant to Rule 477 under the Act and pursuant to Rule 457(p) under the Act, may be applied to a future registration statement. The Registrant therefore requests withdrawal of its registration statement as soon as it is practicable after the filing of this Pre-Effective Amendment No. 1.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Sanford, Florida, on May 11, 2009.

FEDERAL TRUST CORPORATION

By: /s/ Dennis T. Ward

-----  
Dennis T. Ward  
President and Chief Executive Officer  
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this

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registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signatures<br>-----   | Title<br>-----   | Date<br>-----                 |
|---|--|-------------------------------|
| <p style="text-align: center;">*</p> <p>-----</p> <p>Robert G. Cox</p>  | <p>Chairman of the Board of<br/>Directors</p>  |                               |
| <p>/s/ Dennis T. Ward<br/>-----</p> <p>Dennis T. Ward</p>   | <p>Director, President and Chief<br/>Executive Officer (Principal<br/>Executive Officer and Acting<br/>Principal Financial and<br/>Accounting Officer)</p> | <p>May 11, 2009</p>           |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Samuel C. Certo</p>  | <p>Director</p>  |                               |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Kenneth W. Hill</p>  | <p>Director</p>  |                               |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Eric J. Reinhold</p>   | <p>Director</p>  |                               |
| <p style="text-align: center;">*</p> <p>-----</p> <p>Charles R. Webb</p>  | <p>Director</p>  |                               |
| <p>* Pursuant to the Power of Attorney filed with the Registration Statement on<br/>Form S-1 for Federal Trust Corporation filed on August 1, 2008.</p> |  |                               |
| <p>/s/ Dennis T. Ward<br/>-----</p> <p>Dennis T. Ward<br/>Attorney-in-Fact</p>  |  | <p>May 11, 2009<br/>-----</p> |