

HALIFAX CORP OF VIRGINIA  
Form POS AM  
October 01, 2009

As filed with the Securities and Exchange Commission on October 1, 2009

Registration No. 333-132901

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HALIFAX CORPORATION OF VIRGINIA  
(Exact name of registrant as specified in its charter)**

**Virginia  
(State or other jurisdiction of  
incorporation or organization)**

**54-0829246  
(I.R.S. Employer  
Identification Number)**

**5250 Cherokee Avenue  
Alexandria, Virginia 22312  
(703) 750-2400**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Charles L. McNew  
President and Chief Executive Officer  
Halifax Corporation  
5250 Cherokee Avenue  
Alexandria, Virginia 22312  
(703) 658-2400**

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

**Copies to:  
Jane K. Storero  
Blank Rome LLP  
One Logan Square  
Philadelphia, Pennsylvania 19103-6998  
(215) 569-5500**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of the registration statement as the selling shareholders may determine.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

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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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, 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 the 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   
(Do not check if a smaller reporting  
company)

Smaller reporting  
company

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On March 31, 2006, Halifax Corporation of Virginia (the Company ) filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-132901) (as amended and supplemented, the Registration Statement ). The Registration Statement registered the offer and sale by selling shareholders of 494,918 shares of common stock of the Company (the Registered Shares ).

The Company has decided to deregister all of the Registered Shares which are authorized for sale under the Registration Statement but which remain unsold to date. Pursuant to an undertaking of the Company contained in the Registration Statement, the Company hereby files this post-effective amendment to the Registration Statement to remove from registration any remaining unsold Registered Shares.

**Item 8. Exhibits**

The following exhibit has been previously filed and is incorporated herein by reference.

**Exhibit No.    Description**

24.1            Power of Attorney (incorporated by reference to the Signature Page to Halifax Corporation of Virginia's Registration Statement on Form S-3 (File No. 333-132901) filed with the Securities and Exchange Commission on March 31, 2006).

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**SIGNATURES**

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alexandria, Commonwealth of Virginia, on September 30, 2009.

**HALIFAX CORPORATION OF VIRGINIA**

By: /s/ Charles L. McNew  
 Charles L. McNew  
 President and Chief Executive Officer

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

| <b>NAME</b>           | <b>TITLE</b>   | <b>DATE</b>        |
|-----------------------|--|--------------------|
| /s/ Charles L. McNew  | President and Chief Executive Officer  | September 30, 2009 |
| Charles L. McNew      | (Principal Executive Officer) and Director   |                    |
| /s/ Joseph Sciacca    | Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer) | September 30, 2009 |
| Joseph Sciacca        |  |                    |
| *                     | Director   | September 30, 2009 |
| John H. Grover        |  |                    |
| *                     | Director   | September 30, 2009 |
| Thomas L. Hewitt      |  |                    |
|                       | Director   | September 30, 2009 |
| Donald M. Ervine      |  |                    |
| *                     | Director   | September 30, 2009 |
| Arch C. Scurlock, Jr. |  |                    |
| *                     | Director   | September 30, 2009 |
| Daniel R. Young       |  |                    |
| *                     | Director   | September 30, 2009 |
| John M. Toups         |  |                    |

\* By: /s/ Joseph Sciacca  
Joseph Sciacca  
Attorney-in-fact

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**EXHIBIT INDEX**

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