

HALIFAX CORP OF VIRGINIA  
Form S-8 POS  
October 01, 2009

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

Registration No. 333-41995

**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**

**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 of Principal Executive Offices; Zip Code)

**Key Employee Stock Option Plan and  
Non-Employee Directors Stock Option Plan**

(Full title of the plan)

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

(Name and address of agent for service; 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**

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  Accelerated filer  Non-accelerated filer  Smaller reporting

filer o

(Do not check if a smaller reporting  
company)

company b

This Post-Effective Amendment No. 1 to Registration Statement No. 333-41995 on Form S-8 filed with the Securities and Exchange Commission on December 11, 1997 is being filed for the purpose of deregistering under the Securities Act of 1933, as amended, 201,990 shares of common stock of Halifax Corporation of Virginia issuable pursuant to the Key Employee Stock Option Plan and Non-Employee Directors Stock Option Plan (the Plan ). 78,010 shares of the 280,000 shares of common stock registered on the above-referenced Registration Statement, were issued pursuant to the Plan.

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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-8 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<br>Charles L. McNew | President and Chief Executive Officer<br>(Principal Executive Officer) and Director                      | September 30, 2009 |
| /s/ Joseph Sciacca<br>Joseph Sciacca     | Vice President of Finance and Chief<br>Financial Officer (Principal Financial and<br>Accounting Officer) | September 30, 2009 |
| /s/ John H. Grover<br>John H. Grover     | Director   | September 30, 2009 |
| /s/ Thomas L. Hewitt<br>Thomas L. Hewitt | Director   | September 30, 2009 |
| /s/ Donald M. Ervine<br>Donald M. Ervine | Director   | September 30, 2009 |
| Arch C. Scurlock, Jr.                    | Director   | September 30, 2009 |
| /s/ Daniel R. Young<br>Daniel R. Young   | Director   | September 30, 2009 |
| /s/ John M. Toups<br>John M. Toups       | Director   | September 30, 2009 |

