

UNIVERSAL INSURANCE HOLDINGS, INC.
Form S-8 POS
May 11, 2011

As filed with the Securities and Exchange Commission on May 11, 2011

Registration No. 333-170767

**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**

UNIVERSAL INSURANCE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware

65-0231984

(State or other jurisdiction of
incorporation or organization)

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

**1110 W. Commercial Blvd.
Fort Lauderdale, Florida**

33309

(Address of principal executive offices)

(Zip Code)

EMPLOYMENT AGREEMENT WITH BRADLEY I. MEIER

(Full title of the plan)

Bradley I. Meier

President and Chief Executive Officer

1110 W. Commercial Blvd.

Fort Lauderdale, Florida 33309

Telephone (954) 958-1200

Facsimile (954) 958-1202

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

with a copy to:

Alan J. Berkeley, Esq.

Alissa A. Parisi, Esq.

K&L Gates LLP

1601 K Street, NW

Washington, DC 20006

Telephone (202) 778-9000

Facsimile (202) 778-9100

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 o

Accelerated filer b

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

Smaller reporting company o

DEREGISTRATION

This Post-Effective Amendment No. 1 is filed by Universal Insurance Holdings, Inc. (the Registrant) to remove from registration all shares of common stock of the Registrant registered under the Registration Statement on Form S-8 (File No. 333-170767), filed on November 22, 2010 (the 2010 Registration Statement). The offering under the 2010 Registration Statement is being terminated and no shares have been or will be issued or sold under the 2010 Registration Statement, including any sale of Registrant s stock in connection with the resale prospectus filed with the 2010 Registration Statement. Pursuant to the undertakings set forth in the 2010 Registration Statement, as of the date hereof, the Registrant hereby deregisters the 4,500,000 shares of Registrant s common stock (the Shares) that were registered under the 2010 Registration Statement and such Shares will no longer be available for issuance thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Fort Lauderdale, State of Florida, on May 11, 2011.

**UNIVERSAL INSURANCE HOLDINGS,
INC.**

By: /s/ Bradley I. Meier
Bradley I. Meier
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

| Signatures | Title | Date |
|-------------------------|---|--------------|
| /s/ Bradley I. Meier | President, Chief Executive Officer and Director (Principal Executive Officer) | May 11, 2011 |
| Bradley I. Meier * | Senior Vice President, Chief Operating Officer and Director | |
| Sean P. Downes | | May 11, 2011 |
| /s/ George R. De Heer | Chief Financial Officer (Principal Accounting Officer) | |
| George R. De Heer * | Director | May 11, 2011 |
| Norman M. Meier * | Director | May 11, 2011 |
| Ozzie A. Schindler * | Director | May 11, 2011 |
| Reed J. Slogoff * | Director | May 11, 2011 |
| Joel M. Wilentz * | Director | May 11, 2011 |
| Michael A. Pietrangelo | | May 11, 2011 |

*By: /s/ Bradley I. Meier
Name: Bradley I. Meier
Title: Attorney-in-Fact