

FLANDERS CORP  
Form POS AM  
December 11, 2009

As filed with the Securities and Exchange Commission on December 11, 2009

Registration No. 333-61685

**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

**Flanders Corporation**

(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>North Carolina</b><br>(State or Other Jurisdiction of<br>Incorporation or Organization) | <b>3564</b><br>(Primary Standard Industrial<br>Classification Code Number)<br><b>531 Flanders Filters Road</b><br><br><b>Washington, NC 27889</b><br><br><b>(252) 946-8081</b> | <b>13-3368271</b><br>(I.R.S. Employer<br>Identification No.) |
|--|--|--|

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

**Harry Smith, President and Chief Executive Officer**

**Flanders Corporation**

**531 Flanders Filters Road**

Edgar Filing: FLANDERS CORP - Form POS AM

Washington, NC 27889

(252) 946-8081

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

**Copies to:**

**Michael T. Cronin, Esq.**

**Johnson, Pope, Bokor, Ruppel & Burns, LLP**

**911 Chestnut Street**

**Clearwater, Florida 33756**

**(727) 461-1818**

**Facsimile: (727) 462-0365**

Approximate date of commencement of proposed sale to the public: Not applicable.

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.

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 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 large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-3, (Registration No. 333-61685) filed by Flanders Corporation (the "Company") on August 17, 1998 (the "Registration Statement"). Pursuant to the Registration Statement, the Company registered the resale from time to time of 6,861,223 shares (the "Shares") of the Company's common stock by certain selling securityholders.

This Post-Effective Amendment is being filed solely to deregister all of the Shares previously registered under the Registration Statement that remain unsold as of the date hereof.

**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 Post-Effective Amendment No.1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Washington, State of North Carolina, on December 10, 2009.

FLANDERS CORPORATION

By: /s/ Harry Smith  
Harry Smith

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on December 10, 2009.

| <b>Signature</b>   | <b>Title</b>  | <b>Date</b>       |
|--------------------|---|-------------------|
| /s/ Harry Smith    | Chairman of the Board, President and CEO            | December 10, 2009 |
| Harry Smith        | <i>(Principal Executive Officer)</i>                |                   |
| /s/ John Oakley    | Chief Financial Officer                             | December 10, 2009 |
| John Oakley        | <i>(Principal Financial and Accounting Officer)</i> |                   |
| /s/ Robert Amerson |   | December 10, 2009 |
| Robert Amerson     | Director  |                   |
| /s/ Kirk Dominick  |   | December 10, 2009 |
| Kirk Dominick      | Director  |                   |
| /s/ David M. Mock  |   | December 10, 2009 |
| David M. Mock      | Director  |                   |