

FLANDERS CORP  
Form S-8 POS  
December 11, 2009

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

Registration No. 333-31667

**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*

**Flanders Corporation**

(Exact name of registrant as specified in its charter)

**North Carolina**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3564**  
(Primary Standard Industrial  
Classification Code Number)  
**531 Flanders Filters Road**

**13-3368271**  
(I.R.S. Employer Identification No.)

**Washington, NC 27889**

**(252) 946-8081**

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

**Flanders Corporation 1996 Long-Term Incentive Plan**

**Flanders Corporation 1996 Director Option Plan**

**1995 and 1996 Employee Stock Grants pursuant to Written Employment Agreements**

(Full title of the Plan)

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

**Flanders Corporation**

**531 Flanders Filters Road**

**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**

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Clearwater, Florida 33756

(727) 461-1818

Facsimile: (727) 462-0365

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 File

Non-Accelerated Filer   
(Do not check if a smaller reporting company)

Smaller Reporting Company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the Post-Effective Amendment ) relates to the Registration Statement on Form S-8, (Registration No. 333-31667) filed by Flanders Corporation (the Company ) on July 21, 1997 (the Registration Statement ) registering 8,800,000 shares of common stock of the Company to be issued in connection with the Flanders Corporation 1996 Long-Term Incentive Plan, the Flanders Corporation 1996 Director Option Plan and 1995 and 1996 Employee Stock Grants Pursuant to Written Agreements.

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

**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-8 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-8 has been signed by the following persons in the capacities and on December 10, 2009.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/</i> HARRY SMITH <b>Harry Smith</b>	Chairman of the Board, President and CEO <i>(Principal Executive Officer)</i>	December 10, 2009
<i>/s/</i> JOHN OAKLEY <b>John Oakley</b>	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	December 10, 2009
<i>/s/</i> ROBERT AMERSON <b>Robert Amerson</b>	Director	December 10, 2009
<i>/s/</i> KIRK DOMINICK <b>Kirk Dominick</b>	Director	December 10, 2009
<i>/s/</i> DAVID M. MOCK <b>David M. Mock</b>	Director	December 10, 2009