

STAG Industrial, Inc.
Form POS EX
November 02, 2011

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As filed with the Securities and Exchange Commission on November 2, 2011

Registration Statement Nos. 333-177131 and 333-177530

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-11
FOR REGISTRATION
UNDER
THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

STAG Industrial, Inc.

(Exact name of registrant as specified in its governing instruments)

**99 High Street, 28th Floor
Boston, Massachusetts 02110
(617) 574-4777**

*(Address, including Zip Code, and Telephone Number, including Area Code,
of Registrant's Principal Executive Offices)*

**Benjamin S. Butcher
Chairman, Chief Executive Officer and President
STAG Industrial, Inc.
99 High Street, 28th Floor
Boston, Massachusetts 02110
(617) 574-4777**

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

**Jeffrey M. Sullivan, Esq.
Karolyn E. Johnson, Esq.
DLA Piper LLP (US)
4141 Parklake Avenue, Suite 300**

**Gilbert G. Menna, Esq.
Daniel P. Adams, Esq.
Goodwin Procter LLP
Exchange Place**

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Raleigh, North Carolina 27612

Tel: (919) 786-2000

Fax: (919)786-2200

Boston, Massachusetts 02109

Tel: (617) 570-1000

Fax: (617) 523-1231

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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, 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, 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. Registration Statement Nos. 333-177131 and 333-177530

If delivery of the prospectus is expected to be made pursuant to Rule 434, 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

Smaller reporting company

(Do not check if a smaller reporting company)

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act.

Explanatory Note

This Post-Effective Amendment No. 1 (the "Amendment") relates to the Registrant's Registration Statement on Form S-11, as amended (File No. 333-177131), initially filed by the Registrant on October 3, 2011 and declared effective by the Securities and Exchange Commission on October 26, 2011, and the Registration Statement on Form S-11 (File No. 333-177530), which became effective upon filing with the Securities and Exchange Commission on October 26, 2011 (collectively, the "Registration Statements"). The Registrant is filing this Amendment for the sole purpose of replacing Exhibits 3.3 and 5.1 to the Registration Statements. This Amendment does not modify any provision of Part I or Part II of the Registration Statements other than supplementing Item 36(b) of Part II as set forth below.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 36. Financial Statements and Exhibits

(b) Exhibits. The following exhibits are filed as part of, or incorporated by reference into, this registration statement:

| Exhibit Number | Description |
|---------------------------|---|
| 3.3 | Articles Supplementary of STAG Industrial, Inc. |
| 5.1 | Opinion of DLA Piper LLP (US) relating to the legality of the securities being registered |
| 24.1 | Power of Attorney (previously filed in the registrant's Registration Statement on Form S-11 (File No. 333-177131) and incorporated herein by reference) |

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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 a post-effective amendment under Rule 462(d) and has duly caused this post-effective amendment no. 1 to the registration statement on Form S-11 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, Commonwealth of Massachusetts, on the 2nd day of November, 2011.

STAG Industrial, Inc.

By: /s/ BENJAMIN S. BUTCHER

Name: Benjamin S. Butcher
 Title: *Chairman, Chief Executive Officer and President*

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

| Signature | Title | Date |
|---|--|------------------|
| <u> /s/ BENJAMIN S. BUTCHER </u> Benjamin S. Butcher | Chairman, Chief Executive Officer and President | November 2, 2011 |
| <u> /s/ GREGORY W. SULLIVAN </u> Gregory W. Sullivan | Chief Financial Officer, Executive Vice President and Treasurer (principal financial and accounting officer) | November 2, 2011 |
| <u> * </u> | Director | November 2, 2011 |
| <u> F. Alexander Fraser </u> | | |
| <u> * </u> | Director | November 2, 2011 |
| <u> Jeffrey D. Furber </u> | | |
| <u> * </u> | Director | November 2, 2011 |
| <u> Larry T. Guillemette </u> | | |
| <u> * </u> | Director | November 2, 2011 |
| <u> Francis X. Jacoby III </u> | | |
| <u> * </u> | Director | November 2, 2011 |
| <u> Edward F. Lange, Jr. </u> | | |
| <u> * </u> | Director | November 2, 2011 |
| <u> Hans S. Weger </u> | | |

*By: /s/ BENJAMIN S. BUTCHER

Benjamin S. Butcher
Attorney-in-Fact

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