

Edgar Filing: Amtrust Financial Services, Inc. - Form S-8 POS

Amtrust Financial Services, Inc.  
Form S-8 POS  
November 29, 2018

As filed with the Securities and Exchange Commission on November 29, 2018      Registration No. 333-147867  
Registration No. 333-166943

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S 8 REGISTRATION STATEMENT NO. 333-147867  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-166943  
UNDER  
THE SECURITIES ACT OF 1933  
AmTrust Financial Services, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware                                      04-3106389  
(State or Other Jurisdiction of      (I.R.S. Employer  
Incorporation or Organization)      Identification No.)

59 Maiden Lane, 43<sup>rd</sup> Floor, New York, New York  
10038

(Address of Principal Executive Offices, Including  
Zip Code)

AmTrust Financial Services, Inc. 2010 Omnibus Incentive Plan  
AmTrust Financial Services, Inc. 2005 Equity Incentive Plan

(Full Title of the Plans)  
Stephen B. Ungar, Esq.  
SVP, General Counsel and Secretary  
AmTrust Financial Services, Inc.  
59 Maiden Lane, 43<sup>rd</sup> Floor  
New York, New York 10038

(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

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EXPLANATORY NOTE

These Post-Effective Amendments relate to the following Registration Statements on Forms S-8 (collectively, the “Registration Statements”) previously filed by AmTrust Financial Services, Inc. (the “Company”) with the Securities and Exchange Commission:

1. Registration Statement No. 333-147867, filed on December 6, 2007, registering 5,978,300 shares of common stock of the Company, \$0.01 par value, issuable under the AmTrust Financial Services Inc. 2005 Equity Incentive Plan.
2. Registration Statement No. 333-166943, filed on May 19, 2010, registering 6,045,511 shares of common stock of the Company, \$0.01 par value, issuable under the AmTrust Financial Services, Inc. 2010 Omnibus Incentive Plan.

On November 29, 2018, the Company completed the Merger contemplated by the Agreement and Plan of Merger, dated as of March 1, 2018 (as amended, supplemented or otherwise modified from time to time, the “Merger Agreement”), by and among the Company, Evergreen Parent, L.P. (“Parent”), a Delaware limited partnership, and Evergreen Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”). Pursuant to the Merger Agreement, Merger Sub merged with and into the Company, with the Company surviving the Merger as a subsidiary of Parent.

In connection with the Merger, the Company has terminated all offerings of the Company’s securities pursuant to the Registration Statements. Accordingly, pursuant to the undertaking contained in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities being registered which remain unsold at the termination of the offerings, the Company is filing this Post-Effective Amendment to the Registration Statements to deregister all of such securities of the Company registered but unsold as of the effective time of the Merger under the Registration Statements, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 29th day of November 2018.

AMTRUST FINANCIAL  
SERVICES, INC.

By: /s/ Adam Karkowsky  
Adam Karkowsky  
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statements has been signed by the following persons in the capacities indicated on November 29, 2018.

| Signature                                  | Title   |
|--|---|
| /s/ Barry Zyskind<br>Barry Zyskind         | Chairman of the Board, Chief Executive Officer and President<br>(Principal Executive Officer) |
| /s/ Adam Karkowsky<br>Adam Karkowsky       | Chief Financial Officer<br>(Principal Financial and Accounting Officer)                       |
| /s/ Donald DeCarlo<br>Donald DeCarlo       | Director  |
| /s/ Susan Fisch<br>Susan Fisch             | Director  |
| /s/ Abraham Gulkowitz<br>Abraham Gulkowitz | Director  |
| /s/ George Karfunkel<br>George Karfunkel   | Director  |
| /s/ Leah Karfunkel<br>Leah Karfunkel       | Director  |
| /s/ Raul Rivera<br>Raul Rivera             | Director  |
| /s/ Mark Serock<br>Mark Serock             | Director  |