

Woodbridge Holdings Corp (Formerly Levitt Corp)
Form S-8 POS
June 26, 2008

As filed with the Securities and Exchange Commission on June 26, 2008

Registration Statement No. 333-111728

**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
WOODBIDGE HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)**

Florida
(State of Incorporation)

11-3675068
(IRS Employer Identification No.)

2100 West Cypress Creek Road
Fort Lauderdale, Florida
(Address of Principal Executive Offices)

33309
(Zip Code)

LEVITT CORPORATION SECURITY PLUS PLAN

(Full title of Plan)

Alan B. Levan

Woodbridge Holdings Corporation
2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309
(954) 958-1800

(Name, address and telephone number of agent for service)

Copies to:

Alison W. Miller

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
(305) 789-3200

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-111728) (the Registration Statement) of Woodbridge Holdings Corporation (the Company)(formerly Levitt Corporation), which was filed with the Securities and Exchange Commission and became effective on January 6, 2004. The Registration Statement registered an aggregate of 100,000 shares of the Company s Class A Common Stock to be offered and sold pursuant to the Levitt Corporation Security Plus Plan (the Plan), an indeterminate amount of interests to be offered and sold pursuant to the Plan (the Plan Participation Interests) and any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction (the Additional Securities). On April 1, 2008, the Company ceased offering its securities as an investment option under the Plan. Accordingly, the Company is filing this Post-Effective Amendment No. 1 to deregister all of the shares of Class A Common Stock, all of the Plan Participation Interests and Additional Securities that remain available for issuance under the Registration Statement as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Class A Common Stock, Plan Participation Interests and Additional Securities.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on the 26th day of June, 2008.

**WOODBRIIDGE HOLDINGS
CORPORATION**

By: /s/ Alan B. Levan
Alan B. Levan
Chairman of the Board of Directors,
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Alan B. Levan	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 26, 2008
Alan B. Levan *	Vice-Chairman of the Board	June 26, 2008
John E. Abdo	President	
Seth M. Wise /s/ John K. Grelle	Executive Vice President, Chief Financial Officer, Chief Accounting Officer	June 26, 2008
John K. Grelle *	Director	June 26, 2008
James Blosser	Director	
Darwin C. Dornbush *	Director	June 26, 2008
S. Lawrence Kahn, III	Director	
Alan Levy *	Director	June 26, 2008
Joel Levy *	Director	June 26, 2008
William R. Nicholson *	Director	June 26, 2008

William R. Scherer

* By: /s/ Alan B. Levan
Alan B. Levan, Attorney-in-fact