

LANDAMERICA FINANCIAL GROUP INC

Form POS AM

December 04, 2009

As filed with the Securities and Exchange Commission on December 4, 2009.

Registration No. 333-134614

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-effective Amendment No. 2 to**

**FORM S-4**

**REGISTRATION STATEMENT**

**UNDER THE SECURITIES ACT OF 1933**

## **LANDAMERICA FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**

**6361**

**54-1589611**

(State or other jurisdiction

(Primary Standard Industrial

(I.R.S. Employer

of incorporation or organization)

Classification Code Number)

Identification Number)

**5600 Cox Road, Glen Allen, Virginia 23060**

(Address of principal executive offices) (Zip Code)

**G. William Evans**

**Executive Vice President and Chief Financial Officer**

**LandAmerica Financial Group, Inc.**

**5600 Cox Road**

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**Glen Allen, Virginia 23060**

(Name and address of agent for service)

**(804) 267-8000**

(Telephone number, including area code, of agent for service)

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

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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(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 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

- Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Post-effective Amendment No. 2 to Registration Statement on Form S-4 (No. 333-134614) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 to the registration statement on Form S-4 (File No. 333-134614) (the **Registration Statement** ) is being filed by LandAmerica Financial Group, Inc. (the **Company** ) to deregister all of the shares of Company common stock remaining unissued under the Registration Statement as of the effective date of this Post-Effective Amendment No. 2.

On November 26, 2008, the Company and LandAmerica 1031 Exchange Services, Inc. ( **LES** ) and, together with the Company and certain other debtor-affiliates, the **Debtors** ) filed voluntary petitions under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the **Bankruptcy Court** ). As previously disclosed, on November 23, 2009, the Bankruptcy Court entered an order confirming the Debtors' amended joint plan of liquidation dated November 16, 2009 (as amended, the **Plan** ). As contemplated by the Plan, the existing securities of the Company will be cancelled on the Effective Date (as such term is defined in the Plan) and will not receive any distributions. In anticipation of the Effective Date, the Company has terminated all offerings of its securities under existing registration statements, including the Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 21. Exhibits and Financial Statement Schedules.**

The following exhibits are filed on behalf of the Registrant as part of this Post-Effective Amendment No. 2 to the Registration Statement:

24 Powers of Attorney.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the county of Henrico, Commonwealth of Virginia, on December 4, 2009.

**LANDAMERICA FINANCIAL GROUP, INC.**

By: /s/ G. William Evans  
G. William Evans

Executive Vice President and

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Jonathan A. Mitchell	Chief Restructuring Officer (Principal Executive Officer)	December 4, 2009
* G. William Evans	Executive Vice President and Chief Financial Officer  (Principal Financial and Accounting Officer)	December 4, 2009
* John P. McCann	Director	December 4, 2009
* Robert T. Skunda	Director	December 4, 2009
* 	Director, Chairman	December 4, 2009

Thomas G. Snead, Jr.

Director

Marshall B. Wishnack

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\* G. William Evans, by signing his name hereto, signs this document on behalf of each of the persons indicated by an asterisk above pursuant to the powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission as Exhibit 24 to this Post-Effective Amendment No. 2 to the Registration Statement.

December 4, 2009

/s/ G. William Evans  
G. William Evans

Executive Vice President and

Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
24	Powers of Attorney.