

National General Holdings Corp.
Form POS AM
June 10, 2014

As filed with the Securities and Exchange Commission on June 10, 2014

Registration No. 333-190454

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NATIONAL GENERAL HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

6331
(Primary Standard Industrial
Classification Code Number)

27-1046208
(I.R.S. Employer
Identification Number)

59 Maiden Lane, 38th Floor

New York, New York 10038

(212) 380-9500

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

Jeffrey Weissmann

General Counsel and Secretary

59 Maiden Lane, 38th Floor

New York, New York 10038

(212) 380-9500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

J. Brett Pritchard

Locke Lord LLP

111 South Wacker Drive

Chicago, Illinois 60606

(312) 443-0700

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

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 of 1933, 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.

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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. ..

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 x

Smaller reporting company ..

This post-effective amendment will become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

DEREGISTRATION OF SECURITIES

The Securities and Exchange Commission (the Commission) has previously declared effective the Registration Statement on Form S-1 (Commission File No. 333-190454) (the Registration Statement) filed by National General Holdings Corp. (the Company) with respect to the resale of up to an aggregate of 21,881,800 shares of the Company s common stock by the selling stockholders identified therein.

The contractual obligations between the Company and the selling stockholders named in the Registration Statement requiring that the unsold shares of common stock included therein be registered and that the Registration Statement remain effective have expired by their terms.

Therefore, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to remove from registration, as of the effective date of this Post-Effective Amendment No. 1, all of the shares remaining unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 10, 2014.

NATIONAL GENERAL HOLDINGS CORP.

By: /s/ Michael Weiner
Chief Financial Officer

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

Signature	Title	Date
*		
Michael Karfunkel	Chairman, President and Chief Executive Officer (principal executive officer)	June 10, 2014
/s/ Michael Weiner	Chief Financial Officer (principal financial officer)	
Michael Weiner		June 10, 2014
*	Chief Accounting Officer (principal accounting officer)	
Donald Bolar		June 10, 2014
*	Director	
Barry Karfunkel		June 10, 2014
*	Director	
Barry Zyskind		June 10, 2014
	Director	
Ephraim Brecher		June 10, 2014
*	Director	
Donald DeCarlo		June 10, 2014
*	Director	
Patrick Fallon		June 10, 2014
*	Director	
Barbara Paris		June 10, 2014
/s/ Jeffrey Weissmann		

* Signed by Jeffrey Weissmann as attorney-in-fact