

ELBIT SYSTEMS LTD  
Form S-8 POS  
December 01, 2011

Registration No. 333-139512

As filed with the Securities and Exchange Commission on November 30, 2011

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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

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ELBIT SYSTEMS LTD.  
(Exact name of registrant as specified in its charter)

Israel  
(State or other jurisdiction of  
incorporation or organization)

N/A  
(I.R.S. Employer  
Identification No.)

Advanced Technology Center  
P.O. Box 539  
Haifa 31053 Israel  
(Address of Principal Executive Offices)

31053  
(Zip Code)

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2007 STOCK OPTION PLAN  
(Full title of the plan)

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Elbit Systems of America, LLC  
4700 Marine Creek Parkway  
Fort Worth, Texas 76136  
(Name and address of agent for service)

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(817) 234-6600  
(Telephone number, including area code, of agent for service)

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Copies to:

Timothy I. Kahler, Esq.

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Troutman Sanders LLP  
405 Lexington Avenue  
New York, New York 10174  
(212) 704-6000

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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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EXPLANATORY NOTE

Elbit Systems Ltd. (the “Registrant”) hereby amends its registration statement on Form S-8 (Registration No. 333-139512) (the “Registration Statement”) by filing this Post-Effective Amendment No. 1 to reflect the amendment of the Registrant’s 2007 Stock Option Plan. The Amended 2007 Stock Option Plan filed herewith as Exhibit 4.3 replaces the Exhibit 4.3 previously filed with the Registration Statement. No additional securities are being registered.

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Exhibit Number	Description
<u>4.3</u>	<u>Amended 2007 Stock Option Plan</u>
24.1	Power of Attorney (Incorporated by reference to Exhibit 24.1 of the Elbit Systems Ltd. Registration Statement on Form S-8 filed December 20, 2006 (SEC file number 333-139512)).

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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 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Haifa, Israel on this 30th day of November 2011.

ELBIT SYSTEMS LTD.

By: /s/ Joseph Ackerman

Name: Joseph Ackerman

Title: President and Chief Executive 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 Federmann	Chairman of the Board of Directors	November 30, 2011
/s/ Joseph Ackerman Joseph Ackerman	President, Chief Executive Officer (Principal Executive Officer)	November 30, 2011
/s/ Joseph Gaspar Joseph Gaspar	Chief Financial Officer (Principal Financial and Accounting officer)	November 30, 2011
*		
Moshe Arad	Director	November 30, 2011
*		
Avraham Asheri	Director	November 30, 2011
*		
Rina Baum	Director	November 30, 2011
David Federmann	Director	
Yehoshua Gleitman	Director	

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	*		November 30, 2011
Yigal Ne'eman		Director	
	*		November 30, 2011
Dov Ninveh		Director	
Dalia Rabin		Director	
/s/ Raanan Horowitz			November 30, 2011
Raanan Horowitz		President, Elbit Systems of America, LLC, Authorized Representative in the United States	
			November 30, 2011
*By:	/s/ Joseph Ackerman Joseph Ackerman Attorney-in-Fact		