

FOOTHILLS RESOURCES INC  
Form POS AM  
May 12, 2009

Registration No.: 333-137925

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
FOOTHILLS RESOURCES, INC.  
(Name of Registrant as Specified in its Charter)**

<b>Nevada</b>	<b>1311</b>	<b>98-0339560</b>
<b>(State or Other Jurisdiction of Incorporation or Organization)</b>	<b>(Primary Standard Industrial Classification Code Number)</b>	<b>(I.R.S. Employer Identification No.)</b>

**4540 CALIFORNIA AVENUE, SUITE 550  
BAKERSFIELD, CALIFORNIA 93309  
(661) 716-1320**

(Address and Telephone Number of Registrant's Principal Executive Offices)

**DENNIS B. TOWER  
CHIEF EXECUTIVE OFFICER  
4540 CALIFORNIA AVENUE, SUITE 550  
BAKERSFIELD, CALIFORNIA 93309  
(661) 716-1320**

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

*Copy to:*  
**C.N. FRANKLIN REDDICK, III, ESQ.  
AKIN GUMP STRAUSS HAUER & FELD LLP  
2029 CENTURY PARK EAST, SUITE 2400  
LOS ANGELES, CALIFORNIA 90067  
(310) 229-1000**

Approximate Date of Commencement of Proposed Sale to the Public: From time to time as determined by the selling stockholders after the effective date of this Registration Statement.

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, please 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(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.

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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. (Check one):

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

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**Deregistration of Securities**

On June 23, 2008, Foothills Resources, Inc., a Nevada corporation (the Company ), filed a Registration Statement on Form S-1, File No. 333-137925 (the Registration Statement ), registering 48,700,960 shares of the Company s common stock, par value \$0.001 per share (the Common Stock ) and warrants to acquire 20,597,532 shares of Common Stock. This Post-Effective Amendment No. 2 is being filed to deregister all shares of Common Stock registered under the Registration Statement that remain unissued.

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**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-1 and authorized this Post-Effective Amendment No. 2 to its registration statement to be signed on its behalf by the undersigned, in Bakersfield, California on May 11, 2009.

**Foothills Resources, Inc.**

By: /s/ Dennis B. Tower

Name:

Dennis B. Tower

Title: Chairman of the Board and Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed by the following persons in the capacities and on the dates stated:

Name	Position	Date
/s/ Dennis B. Tower	Chairman of the Board and Chief Executive Officer, Director	May 11, 2009
Dennis B. Tower	(Principal Executive Officer)	
/s/ John L. Moran	President, Director	May 11, 2009
John L. Moran		
/s/ W. Kirk Bosché	Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	May 11, 2009
W. Kirk Bosché		
/s/ John A. Brock	Director	May 11, 2009
John A. Brock		
	Director	
Ralph J. Goehring		
/s/ Frank P. Knuettel	Director	May 11, 2009
Frank P. Knuettel		
/s/ David A. Melman	Director	May 11, 2009
David A. Melman		
/s/ Christopher P. Moyes	Director	May 11, 2009
Christopher P. Moyes		

