

LEVITT CORP  
Form POS AM  
November 14, 2007

As filed with the United States Securities and Exchange Commission on November 14, 2007

Registration No. 333-142693

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

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

**Florida**

**11-3675068**

(State or other jurisdiction of incorporation or  
organization)

(I.R.S. Employer Identification No.)

**2200 West Cypress Creek Road  
Fort Lauderdale, Florida 33309  
(954) 958-1800**

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

**Alan B. Levan  
Levitt Corporation  
2200 West Cypress Creek Road  
Fort Lauderdale, Florida 33309  
(954) 958-1800**

(Name, address, including zip code, and telephone number, including area code, 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**

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

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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.   

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.   

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.   

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**DEREGISTRATION OF SECURITIES**

Levitt Corporation (the Company) previously registered up to 100,000,000 shares of its Class A Common Stock pursuant to a Registration Statement on Form S-3 (File No. 333-142693), filed with the Securities and Exchange Commission (the Commission) on May 7, 2007, as amended by Amendment No. 1 thereto, filed with the Commission on August 28, 2007 (as so amended, the Registration Statement). The Registration Statement, which was declared effective by the Commission on August 29, 2007, related to the Company's distribution to its shareholders of rights to purchase shares of its Class A Common Stock (the Rights Offering). In the Rights Offering, the Company distributed to each holder of record of the Company's Class A Common Stock or Class B Common Stock as of August 27, 2007 5.0414 subscription rights for each share of such stock owned on that date, and each whole subscription right entitled the holder thereof to purchase one share of Class A Common Stock at the purchase price of \$2.00 per share. The Rights Offering expired at 5:00 p.m., Eastern time, on October 1, 2007. The Company sold 76,424,066 shares of its Class A Common Stock in the Rights Offering. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister the 23,575,934 shares of Class A Common Stock not sold in the Rights Offering.

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-3 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 14<sup>th</sup> day of November, 2007.

LEVITT CORPORATION

By: /s/ Alan B. Levan  
 Alan B. Levan  
 Chairman of the Board of Directors and  
 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	November 14, 2007
Alan B. Levan *	Vice-Chairman of the Board	November 14, 2007
John E. Abdo /s/ George P. Scanlon	Executive Vice President and Chief Financial Officer	November 14, 2007
George P. Scanlon /s/ Jeanne T. Prayther	Chief Accounting Officer	November 14, 2007
Jeanne T. Prayther *	Director	November 14, 2007
James Blosser *	Director	November 14, 2007
Darwin C. Dornbush *	Director	November 14, 2007
S. Lawrence Kahn, III *	Director	November 14, 2007
Alan Levy *	Director	November 14, 2007
Joel Levy *	Director	November 14, 2007
William R. Nicholson *	Director	November 14, 2007

November 14,  
2007

William R. Scherer

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