

CHINA FIRE & SECURITY GROUP, INC.

Form S-8 POS

November 04, 2011

As filed with the Securities and Exchange Commission on November 4, 2011.

Registration No. 333-163440

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

CHINA FIRE & SECURITY GROUP, INC.
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

04-3253298
(I.R.S. Employer
Identification Number)

B-2508 TYG Center, C2
Dongsanhuanbeilu,
Chaoyang District, Beijing 100027
People's Republic of China
(Address of principal executive offices)

2008 OMNIBUS LONG TERM INCENTIVE PLAN
(Full title of the plan)

Brian Lin
Chief Executive Officer
South Banbidian Industrial Park,
Liqiao Township, Shunyi District
Beijing 101304, People's Republic of China
+ (86 10) 8416 3816

(Name, address and telephone number of agent for service)

Copies to:
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+ (86 10) 5922 8000

Explanatory Statement

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-163440) (the “Registration Statement”) of China Fire & Security Group, Inc., a Florida corporation (the “Registrant”), pertaining to the registration of 2,779,500 shares of the Registrant’s common stock, \$0.001 par value per share (the “Shares”) issuable under the Registrant’s 2008 Omnibus Long Term Incentive Plan, which was filed with the Commission on December 2, 2009.

Pursuant to an Agreement and Plan of Merger dated May 20, 2011 by and among Amber Parent Limited, an exempted company incorporated in the Cayman Islands (“Parent”), Amber Mergerco, Inc., a Florida corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), and the Registrant, Merger Sub was merged with and into the Registrant (the “Merger”), with the Registrant surviving the merger as a wholly-owned subsidiary of Parent. The Merger became effective on November 4, 2011.

In connection with the closing of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of post-effective amendments, any of the securities that remain unsold at the termination of the offering, the Registrant hereby removes from registration the Shares registered but not sold under the Registration Statement as of the date hereof, if any.

SIGNATURES

The Registrant. Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, 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 Post Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on November 4, 2011.

CHINA FIRE & SECURITY GROUP, INC.

By: /s/ Brian Lin
Name: Brian Lin
Title: Chief Executive Officer

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed below by the following persons in the indicated capacities on November 4, 2011.

| | |
|------------------------------------------|-----------------------------------------------------------------------------------|
| /s/ Weigang Li Weigang Li | Chairman of the Board |
| /s/ Brian Lin Brian Lin | Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Tongzhou Qin Tongzhou Qin | Chief Financial Officer (Principal Financial Officer) |
| /s/ Weishe Zhang Weishe Zhang | Chief Technology Officer, Vice President of Strategic Planning and Director |
| /s/ Guoyou Zhang Guoyou Zhang | Director |
| /s/ Yinqing Li Yinqing Li | Director |
| /s/ Xianghua Li Xianghua Li | Director |
| /s/ Albert McLelland Albert McLelland | Director |