

FLANDERS CORP  
Form POS AM  
December 11, 2009

As filed with the Securities and Exchange Commission on December 11, 2009

Registration No. 333-30719

**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*

**Flanders Corporation**

(Exact name of registrant as specified in its charter)

**North Carolina**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3564**  
(Primary Standard Industrial  
Classification Code Number)  
**531 Flanders Filters Road**

**13-3368271**  
(I.R.S. Employer Identification No.)

**Washington, NC 27889**

**(252) 946-8081**

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

**Harry Smith, President and Chief Executive Officer**

**Flanders Corporation**

**531 Flanders Filters Road**

**Washington, NC 27889**

**(252) 946-8081**

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

*Copies to:*

**Michael T. Cronin, Esq.**

**Johnson, Pope, Bokor, Ruppel & Burns, LLP**

**911 Chestnut Street**

**Clearwater, Florida 33756 (727) 461-1818**

**Facsimile: (727) 462-0365**

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. ..

## Edgar Filing: FLANDERS CORP - Form POS AM

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.

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 12b2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer   
(Do not check if a smaller reporting company)

Smaller Reporting Company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the Post-Effective Amendment ) relates to the Registration Statement on Form S-3, (Registration No. 333-30719) filed by Flanders Corporation (the Company ) on July 3, 1997 (the Registration Statement ), as amended. Pursuant to the Registration Statement, the Company registered the resale from time to time of 4,773,519 shares (the Shares ) of the Company s common stock by certain selling securityholders.

This Post-Effective Amendment is being filed solely to deregister all of the Shares previously registered under the Registration Statement that remain unsold as of the date hereof.

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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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Washington, State of North Carolina, on December 10, 2009.

FLANDERS CORPORATION

By: */s/* HARRY SMITH  
**Harry Smith**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on December 10, 2009.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/</i> HARRY SMITH <b>Harry Smith</b>	Chairman of the Board, President and CEO <i>(Principal Executive Officer)</i>	December 10, 2009
<i>/s/</i> JOHN OAKLEY <b>John Oakley</b>	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	December 10, 2009
<i>/s/</i> ROBERT AMERSON <b>Robert Amerson</b>	Director	December 10, 2009
<i>/s/</i> KIRK DOMINICK <b>Kirk Dominick</b>	Director	December 10, 2009
<i>/s/</i> DAVID M. MOCK <b>David M. Mock</b>	Director	December 10, 2009