

GREEN BANKSHARES, INC.

Form S-8 POS

September 20, 2012

As filed with the Securities and Exchange Commission on September 20, 2012

**Registration Statement No. 333-08609**

**Registration Statement No. 333-115054**

**Registration Statement No. 333-117791**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Post Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-08609**

**Post Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-115054**

**Post Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-117791**

# Green Bankshares, Inc.

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of  
incorporation or organization)

**62-1222567**  
(I.R.S. Employer  
Identification Number)

**100 North Main Street**  
**Greenville, Tennessee**  
(Address of Principal Executive Offices)

**37743-4992**  
(Zip Code)

**Incentive Stock Option Plan of Greene County Bancshares, Inc. and Subsidiaries for 1995**  
**Nonqualified Stock Option Plan of Greene County Bancshares, Inc. and Subsidiaries for 1994**  
**Nonqualified Stock Option Plan for Greene County Bancshares, Inc. and Subsidiaries for 1993**

**Greene County Bancshares, Inc. 2004 Long-Term Incentive Plan**

**Greene County Bancshares, Inc. 401K Profit Sharing Plan**

(Full title of the plans)

**Christopher G. Marshall**  
**Capital Bank Financial Corp.**  
**121 Alhambra Plaza, Suite 1601**  
**Coral Gables, Florida 33134**  
(Name and address of agent for service)

**(305) 670-0200**

(Telephone number, including area code, of agent for service)

*Copy to:*

**David E. Shapiro**

**Wachtell, Lipton, Rosen & Katz**

**51 West 51nd Street**

**New York, New York 10019**

**(212) 403-1000**

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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

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) of Green Bankshares, Inc. (the Registrant ):

File No. 333-08609, pertaining to the registration of 32,000 shares of common stock, par value \$0.01 per share, of the Registrant (the Common Stock ), issuable under the Incentive Stock Option Plan of Greene County Bancshares, Inc. and Subsidiaries for 1995, Nonqualified Stock Option Plan of Greene County Bancshares, Inc. and Subsidiaries for 1994 (as amended), and the Nonqualified Stock Option Plan for Greene County Bancshares, Inc. and Subsidiaries for 1993 (as amended).

File No. 333-115054, pertaining to the registration of 500,000 shares of Common Stock, issuable pursuant to the Greene County Bancshares, Inc. 2004 Long-Term Incentive Plan.

File No. 333-117791, pertaining to the registration of 75,000 shares of Common Stock, issuable pursuant to the Greene County Bancshares, Inc. 401K Profit Sharing Plan.

On September 1, 2011, the Registrant entered into an Agreement and Plan of Merger with Capital Bank Financial Corp. (formerly known as North American Financial Holdings, Inc.), a Delaware Corporation ( CBF ) (as amended, the Merger Agreement ). Pursuant to the Merger Agreement, the Registrant merged with and into CBF (the Merger ), with CBF continuing as the surviving corporation following the Merger.

In connection with the consummation of the Merger, the offerings pursuant to the Registration Statements have been terminated. In accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Registrant hereby removes from registration the securities of the Registrant registered but unsold under the Registration Statements.

**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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida, on the 20th day of September, 2012. No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933.

**Green Bankshares, Inc.**

By: /s/ Christopher G. Marshall

Name: Christopher G. Marshall

Title: Chief Financial Officer