

CADENCE FINANCIAL CORP  
Form S-8 POS  
July 21, 2009

As filed with the Securities and Exchange Commission on July 21, 2009

Registration No. 333-106415

**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*

**Cadence Financial Corporation**

(Exact name of registrant as specified in its charter)

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

**64-0694775**  
(I.R.S. Employer  
Identification No.)

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**301 East Main Street**

**Starkville, Mississippi 39759**

**(662) 323-1341**

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

**2003 Long-Term Incentive Compensation Plan**

(Full title of the plan)

**Lewis F. Mallory, Jr.**

**Chairman and Chief Executive Officer**

**Cadence Financial Corporation**

**301 East Main Street**

**Starkville, Mississippi 39759**

**Telephone: (662) 323-1341**

**Facsimile: (662) 323-4748**

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

*Copies to:*

**Mark L. Jones**

**Jackson Walker L.L.P.**

**1401 McKinney, Suite 1900**

**Houston, Texas 77010**

**Telephone: (713) 752-4224**

**Facsimile: (713) 752-4221**

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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 | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

**DEREGISTRATION OF SECURITIES**

Cadence financial Corporation (the Registrant ) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain shares of common stock, par value \$1.00 per share (the Common Stock ), previously registered by the Registrant pursuant to Form S-8 Registration Statement No. 333-106415, which was originally filed with the Securities and Exchange Commission (the Commission ) on June 24, 2003 (the 2003 Form S-8 ). A total of 500,000 shares of the Registrant s Common Stock (the Registered Shares ) were registered for issuance under 2003 Long-Term Incentive Compensation Plan (the LTIP ), pursuant to the 2003 Form S-8. Options to purchase 86,085 of the Registered Shares are outstanding as of June 29, 2009. The LTIP has been superseded by that certain 2006 Long-Term Incentive Compensation Plan. Of the Registered Shares, 413,915 shares of Common Stock were not issued under the LTIP and on June 29, 2009, the Corporation unreserved those 413,915 unissued shares of Common Stock (the Unreserved Shares ).

The Registrant is filing this Post-Effective Amendment No. 1 to the 2003 Form S-8 in order to deregister the Unreserved Shares. Accordingly, the Registrant hereby withdraws from registration under the 2003 Form S-8 the 413,915 Unreserved Shares that have not been and will not be issued under the LTIP.

**SIGNATURES**

The Registrant. 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 Registration Statement No. 333-106415 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Starkville, State of Mississippi, on July 15, 2009.

**CADENCE FINANCIAL CORPORATION**

By: /s/ Lewis F. Mallory, Jr.  
**Lewis F. Mallory, Jr.**

**Chairman and Chief Executive Officer**

By: /s/ Mark A. Abernathy  
**Mark A. Abernathy**

**President and Chief Operating Officer**

By: /s/ Richard T. Haston  
**Richard T. Haston**

**Executive Vice President and Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to Registration Statement No. 333-106415 has been signed by the following persons in the capacities as of July 15, 2009.

| <b>Signature</b>            | <b>Title</b> |
|-----------------------------|--------------|
| /s/ David C. Byars          | Director     |
| David Byars                 |              |
| /s/ Robert S. Caldwell, Jr. | Director     |
| Robert S. Caldwell, Jr.     |              |
| /s/ Robert L. Calvert, III  | Director     |
| Robert L. Calvert, III      |              |
| /s/ Robert A. Cunningham    | Director     |
| Robert A. Cunningham        |              |
|                             | Director     |
| J. Nuttie Dowdle            |              |
|                             | Director     |
| James C. Galloway, Jr.      |              |

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/s/ James D. Graham

Director

James D. Graham

/s/ Clifton S. Hunt

Director

Clifton S. Hunt

|                           |          |
|---------------------------|----------|
| Dan R. Lee                | Director |
| /s/ Allen B. Puckett, III | Director |
| Allen B. Puckett, III     |          |
| /s/ Sammy J. Smith        | Director |
| Sammy J. Smith            |          |
|                           | Director |
| H. Stokes Smith           |          |