

CHARTER FINANCIAL CORP/GA  
Form S-8 POS  
August 20, 2001

As filed with the Securities and Exchange Commission on August 20, 2001  
Registration No. 333-67402

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

Charter Financial Corporation  
(Exact name of registrant as specified in its charter)

United States  
(State or other jurisdiction of incorporation or organization)

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

c/o CharterBank  
600 Third Avenue  
West Point, GA 31833  
(706) 645-1391  
(Address, including Zip Code, of principal executive offices)

CharterBank 401(k) Plan  
(Full title of the Plan)

Robert L. Johnson  
President and Chief Executive Officer  
CharterBank  
600 Third Avenue  
West Point, GA 31833  
(706) 645-1391

Copy to:

V. Gerard Comizio, Esq.  
Thacher Proffitt & Wood  
1700 Pennsylvania Avenue, NW, Suite 800  
Washington, DC 20006  
(202) 347-8400  
(Name and address, including Zip Code, telephone number and area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Offering Pri

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Common Stock, \$.01 par value	105,800	\$10.00	1,058,000
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Plan Participation Interests(3)	--	--	--
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- (1) Based on the estimated number of shares of common stock of Charter Financial Corporation ("Charter Financial") that could be purchased under the CharterBank 401(k) Plan (the "Plan") with the current assets of the Plan.
- (2) Estimated solely for purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), pursuant to which shares of common stock of Charter Financial offered pursuant to the Plan are deemed to be offered at \$10 per share, the price at which shares of Charter Financial common stock are being offered to the public pursuant to the Registration Statement on Form S-1, as amended (Registration No. 333-57684).
- (3) In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered pursuant to the employee benefit plan described herein.
- (4) Previously Paid.

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 Note: This Post-Effective Amendment No. 1 to Form S-8 is submitted solely to update the Investment Election Form of CharterBank filed as Exhibit 4.2 to the Form S-8 filed August 13, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Point, State of Georgia on August 17, 2001.

Charter Financial Corp.  
(Registrant)

By: /s/ Robert L. Johnson

-----  
 Robert L. Johnson  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----		
/s/ John W. Johnson, Jr. ----- John W. Johnson, Jr.	Chairman of the Board	August 17, 2001
/s/ Robert L. Johnson	President, Chief Executive Officer and	August 17, 2001

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-----	Director (principal executive officer)	
Robert L. Johnson		
-----	Director	August __, 2001
David Z. Cauble, III		
/s/ Jane W. Darden	Director	August 17, 2001
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Jane W. Darden		
-----	Director	August __, 2001
William B. Hudson		
/s/ Thomas M. Lane	Director	August 17, 2001
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Thomas M. Lane		
/s/ R. Terry Taunton	Director	August 17, 2001
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R. Terry Taunton		
/s/ Curtis R. Kollar	Chief Financial Officer, Vice President	August 20, 2001
-----	and Treasurer (principal accounting officer)	
Curtis R. Kollar		

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montgomery, State of Alabama, on August 17, 2001.

CharterBank 401(k) Plan

By: /s/ J. Malcom Massey

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 Name: J. Malcom Massey  
 Title: Trust Officer  
 Pension & Benefit Trust Company

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	The CharterBank 401(k) Plan and Adoption Agreement.*
4.2	Investment Election Form of CharterBank.
4.3	Articles of Organization of Charter Financial Corp., incorporated by reference to Exhibit 3.1, the Registrant's Registration Statement on Form S-1, dated March 27, 2001, as amended, Registration No. 333-57684, and any amendments thereto.*
4.4	By-Laws of Charter Financial Corp., incorporated by reference to the Registrant's Registration Statement on Form S-1, dated March 27, 2001, as amended, Registration No. 333-57684, and any amendments thereto.*
5	Opinion of Thatcher Proffitt & Wood, counsel for Registrant, as to the

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legality of the securities being registered, incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-1, dated March 27, 2001, as amended, Registration No. 333-57684, and any amendments thereto.\*

- 23.1 Consent of Thacher Proffitt & Wood, incorporated by reference to Exhibit 23.1 to the Registrant's Registration Statement on Form S-1, dated March 27, 2001, as amended, Registration No. 333-57684, and any amendments thereto.\*
- 23.2 Consent of KPMG LLP.\*

\* Previously filed on the Registration Statement on Form S-8 as filed by the Registrant with the Securities and Exchange Commission on August 13, 2001.