

DATATRAK INTERNATIONAL INC
Form S-8 POS
August 07, 2009

As filed with the Securities and Exchange Commission on August 7, 2009.

Registration No. 333-118997

**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
DATATRAK INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)**

Ohio

34-1685364

(State or Other Jurisdiction of
Incorporation or Organization)

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

6150 Parkland Boulevard
Mayfield Heights, Ohio 44124
(440) 443-0082

(Address of Principal Executive Offices, including Zip Code)

DATATRAK International, Inc.
Amended and Restated 1996 Key Employees and Consultants Stock Option Plan
(Full Title of the Plan)

Laurence P. Birch
Interim Chief Executive Officer and Interim President
DATATRAK International, Inc.
6150 Parkland Boulevard
Mayfield Heights, Ohio 44124
(440) 443-0082

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

Copy to:
Arthur C. Hall III, Esq.
Calfee, Halter & Griswold LLP
1400 KeyBank Center
800 Superior Avenue
Cleveland, Ohio 44114-2688
(216) 622-8200

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the Post-Effective Amendment) relates to the Registration Statement on Form S-8, Registration No. 333-118997, filed by DATATRAK International, Inc. (the Registrant) on September 15, 2004 (the Registration Statement) registering 300,000 common shares of the Registrant to be issued in connection with the DATATRAK International, Inc. Amended and Restated 1996 Key Employees and Consultants Stock Option Plan.

The Registrant intends to file a Form 15 to terminate the registration of its securities under the Securities Exchange Act of 1934, as amended. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, by means of this Post-Effective Amendment, the Registrant is deregistering all securities registered under the Registration Statement which remain unsold as of the date of this Post-Effective Amendment.

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-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, State of Ohio, on this 7th day of August, 2009.

DATATRAK INTERNATIONAL, INC.

By: /s/ Laurence P. Birch
Laurence P. Birch
Interim President and Interim 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-8 has been signed below by the following persons in the capacities indicated on this 7th day of August, 2009.

| Signature | Title |
|--|--|
| /s/ Laurence P. Birch Laurence P. Birch | Interim President and Interim Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Raymond J. Merk Raymond J. Merk | Vice President of Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) |
| /s/ Timothy G. Biro Timothy G. Biro | Director |
| /s/ Seth B. Harris Seth B. Harris | Director |
| /s/ Jerome H. Kaiser Jerome H. Kaiser | Director |
| /s/ Robert M. Stote Robert M. Stote | Director |