

BFC FINANCIAL CORP  
Form POS AM  
January 15, 2015

As filed with the Securities and Exchange Commission on January 15, 2015

Registration No. 333-190036

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post- Effective Amendment No. 1**

**to**

**FORM S-4**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**BFC Financial Corporation**

*(Exact name of Registrant as specified in its charter)*

**Florida**

**6035**

**59-2022148**

(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification Number)

**401 East Las Olas Boulevard, Suite 800**

**Fort Lauderdale, Florida 33301**

**(954) 940-4900**

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

**Alan B. Levan**

**Chairman, Chief Executive Officer and President**

**BFC Financial Corporation**

**401 East Las Olas Boulevard, Suite 800**

**Fort Lauderdale, Florida 33301**

**(954) 940-4900**

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

*Copies to:*

**Alison W. Miller**

**Stearns Weaver Miller Weissler**

**Alhadeff & Sitterson, P.A.**

**150 West Flagler Street, Suite 2200**

**Miami, Florida 33130**

**(305) 789-3200**

**Approximate date of commencement of proposed sale to the public:** The shares of the Registrant's Class A Common Stock registered under this Registration Statement were to be issued upon consummation of the merger (the Merger) contemplated by the Agreement and Plan of Merger, dated as of May 7, 2013 (the Merger Agreement), by and among the Registrant, BBX Merger Sub, LLC and BBX Capital Corporation. The parties terminated the Merger Agreement during December 2014 and the Merger was not consummated. Accordingly, the Registrant has not and will not issue any of the shares of its Class A Common Stock registered under this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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. "

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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  Smaller reporting company

(Do not check if a smaller reporting company)

### **DEREGISTRATION OF SECURITIES**

On July 19, 2013, BFC Financial Corporation (the Registrant ) filed a registration statement on Form S-4 (File No. 333-190036) (as previously amended, the Registration Statement ) with the Securities and Exchange Commission to register under the Securities Act of 1933, as amended, the issuance of up to 48,423,108 shares of the Registrant's Class A Common Stock, par value \$0.01 per share (collectively, and including the preferred share purchase rights attached thereto, the Shares ) upon consummation of the merger (the Merger ) contemplated by the Agreement and Plan of Merger, dated as of May 7, 2013 (the Merger Agreement ), by and among the Registrant, BBX Merger Sub, LLC and BBX Capital Corporation. The Registration Statement was declared effective on March 13, 2014. As previously disclosed, the parties terminated the Merger Agreement during December 2014 and the Merger was not consummated. As a result, the offering of the Shares was terminated and the Registrant has not and will not issue any of the Shares under the Registration Statement. In connection therewith, and in accordance with an undertaking made by the Registrant in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the Shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida on January 15, 2015.

BFC FINANCIAL CORPORATION

By: /s/ Alan B. Levan  
Alan B. Levan,  
Chairman, Chief Executive Officer and

President

Note: Pursuant to Rule 478 of the Securities Act of 1933, no other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement.