

HEARUSA INC
Form POS AM
January 09, 2009
As filed with the Securities and Exchange Commission on January 9, 2009

Registration No. 333-144224

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form S-3/A

(Post-Effective Amendment No. 1)

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HearUSA, Inc.

(Exact name of registrant as specified in its charter)

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

22 2748248
*(I.R.S. Employer
Identification Number)*

1250 Northpoint Parkway
West Palm Beach, Florida 33407
(561) 478-8770

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

Stephen J. Hansbrough

Chief Executive Officer

HearUSA, Inc.

1250 Northpoint Parkway

West Palm Beach, Florida 33407

(561) 478-8770

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

Copies of all correspondence to:

LaDawn Naegle, Esq.

Bryan Cave LLP

700 13th Street, N.W., Suite 700

Washington, D.C. 20005 3960

(202) 508-6000

Approximate date of commencement of proposed sale to public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definition 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

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-144224) of registrant filed with the Securities and Exchange Commission (the Commission) on June 29, 2007, as amended (the Registration Statement) and declared effective by the Commission on September 26, 2007, hereby amends the Registration Statement to deregister all securities registered pursuant to the Registration Statement. The Registration Statement registered for resale a total of 6,402,747 shares of the registrant s common stock issuable upon the conversion of certain debt held by the Selling Shareholder pursuant to a Credit Agreement between the registrant and the Selling Shareholder. The registrant and the Selling Shareholder have amended the terms of the Credit Agreement to eliminate the conversion rights of the Selling Shareholder and the registrant is therefore deregistering those shares of common stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this post-effective Amendment to this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of West Palm Beach, state of Florida on January 8, 2009.

HEARUSA, INC.

By: /s/ Stephen J. Hansbrough
 Name: Stephen J. Hansbrough
 Title: Chief Executive Officer

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
/s/ Stephen J. Hansbrough Stephen J. Hansbrough	Chairman and Chief Executive Officer	January 8, 2009
/s/ Gino Chouinard Gino Chouinard	President and Chief Financial Officer	January 8, 2009
* Thomas W. Archibald	Director	January 8, 2009
/s/ Bruce N. Bagni Bruce N. Bagni	Director	January 7, 2009
/s/ Paul A. Brown, M.D. Paul A. Brown, M.D.	Director	January 6, 2009
/s/ Joseph L. Gitterman Joseph L. Gitterman	Director	January 6, 2009
Michel Labadie	Director	January __, 2009
* David J. McLachlan	Director	January 8, 2009
/s/ Stephen Webster Stephen Webster	Director	January 6, 2009
* /s/ Stephen J. Hansbrough Attorney-In-Fact		

