

AMERICAN PETRO-HUNTER INC
Form S-8 POS
April 15, 2010

As filed with the Securities and Exchange Commission on April 15, 2010
Registration No. 333-84138

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

AMERICAN PETRO-HUNTER, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

98-0171619
(I.R.S. Employer
Identification Number)

17470 North Pacesetter Way
Scottsdale, Arizona 85255
(Address of Principal Executive Offices)(Zip Code)

American Petro-Hunter, Inc. 2001 Stock Option Plan
(Full Title of the Plan)

Robert B. McIntosh
President and Chief Executive Officer
American Petro-Hunter, Inc.
17470 North Pacesetter Way
Scottsdale, Arizona 85255
(Name and Address of Agent for Service)

(480) 305-2052
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Mark C. Lee
Greenberg Traurig, LLP
1201 K Street, Suite 1100
Sacramento, California 95814

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(916) 442-1111

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 type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

Effective immediately upon the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (333-84138), American Petro-Hunter, Inc. (the “Company”) hereby deregisters all shares of common stock, par value \$0.001 per share, of the Company issuable by the Company pursuant to the Company’s 2001 Stock Option Plan that remain unissued.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Scottsdale, state of Arizona, on this 15th day of April, 2010.

AMERICAN PETRO-HUNTER, INC.

By: /s/ Robert B. McIntosh
Robert B. McIntosh
Its: President and Chief Executive
Officer
(Principal Executive Officer)

Pursuant to requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Signature | Capacity | Date |
|---|--|----------------|
| /s/ Robert B. McIntosh Robert B. McIntosh | President, Chief Executive Officer and Director (Principal Executive Officer) | April 15, 2010 |
| /s/ John J. Lennon John J. Lennon | Chief Financial Officer, Secretary and Chairman of the Board (Principal Financial Officer and Principal Accounting Officer) | April 15, 2010 |
| /s/ Dan Holladay Dan Holladay | Director | April 15, 2010 |
