

ARMOR HOLDINGS INC  
Form S-8 POS  
July 31, 2007

As Filed with the Securities and Exchange Commission on July 31, 2007  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (Registration No. 333-130016)

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Post-Effective Amendment No. 1  
To Form S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933**

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**ARMOR HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware** **59-3392443**  
(State or other jurisdiction (I.R.S. Employer Identification No.)  
of incorporation or organization)

**13386 International Parkway  
Jacksonville, Florida 32218  
(904) 741-5400**  
(Address of Principal Executive Offices)

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**Executive Deferred Compensation Plan  
of Armor Holdings, Inc.**  
(Full title of the plan)

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**Walter P. Havenstein  
Principal Executive Officer and Director  
Armor Holdings, Inc.  
13386 International Parkway  
Jacksonville, Florida 32218  
(904) 741-5400**

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

Copy to:  
**Sheila C. Cheston  
Senior Vice President, General Counsel and Secretary  
BAE Systems, Inc.**

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**1601 Research Boulevard  
Rockville, Maryland 20850  
(301) 838-6000**

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**Deregistration of Securities**

Pursuant to Rule 478(a)(4) under the Securities Act of 1933, as amended, Armor Holdings, Inc. (the "Company") hereby withdraws from registration under this Post-Effective Amendment No. 1 any and all shares of Common Stock, par value \$0.01 per share, of the Company ("Common Stock"), originally registered under the Registration Statement on Form S-8 (File No. 333-130016) which have not been issued. In connection with the merger of the Company with Jaguar Acquisition Sub Inc., a wholly owned subsidiary of BAE Systems, Inc., the Executive Deferred Compensation Plan of Armor Holdings, Inc., pursuant to which the shares would have been issued, has been amended so that no additional shares of Company Common Stock may be issued or sold under such plan.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, as amended, Armor Holdings, Inc. 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 its Registration Statement on Form S-8 (File No. 333-130016) to be signed on its behalf by the undersigned, thereunto duly authorized, in Rockville, Maryland, on the 31st day of July, 2007.

ARMOR HOLDINGS, INC.

By:

                  /s/ Walter P. Havenstein  
Name: Walter P. Havenstein  
Title: Principal Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-130016) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>          /s/ Walter P.</u> Havenstein Name: Walter P. Havenstein	Principal Executive Officer and Director	July 31, 2007
<u>          /s/ Robert T.</u> Murphy Name: Robert T. Murphy	Principal Financial Officer	July 31, 2007
<u>          /s/ Gary C. Slack</u> Name: Gary C. Slack	Principal Accounting Officer	July 31, 2007
<u>          /s/ Sheila C.</u> Cheston Name: Sheila C. Cheston	Director	July 31, 2007