

AMERICAN SAFETY INSURANCE HOLDINGS LTD  
Form S-8 POS  
October 04, 2013

As filed with the Securities and Exchange Commission on October 4, 2013

Registration No. 333-107203

---

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 SAFETY INSURANCE HOLDINGS, LTD.  
(Exact name of registrant as specified in charter)

Bermuda  
(State or other jurisdiction  
of incorporation)

Not applicable  
(IRS Employer  
Identification No.)

The Boyle Building, 2nd Floor  
31 Queen Street  
Hamilton, Bermuda HM 11  
(Address of principal executive offices, including zip code)

1998 Incentive Stock Option Plan  
1997 Non-Incentive Stock Option Agreement  
(Full title of the Plans)

Timothy C. Faries  
Appleby  
Canon's Court  
22 Victoria Street  
Hamilton HM EX, Bermuda  
(441) 298-3216  
(Name, address, and telephone number, including area code, of agent for service)

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):

Edgar Filing: AMERICAN SAFETY INSURANCE HOLDINGS LTD - Form S-8 POS

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement Form S-8 (File No. 333-107203) (the "Registration Statement"), dated as of July 21, 2003, pertaining to the registration of 1,565,500 common shares of American Safety Insurance Holdings, Ltd. ("ASI"), par value \$0.01 per share.

On October 3, 2013, pursuant to the terms of an agreement and plan of merger, dated as of June 2, 2013, by and among ASI, Fairfax Financial Holdings Limited ("Fairfax") and Fairfax Bermuda Holdings Ltd. ("Merger Sub"), a wholly owned subsidiary of Fairfax, Merger Sub merged with and into ASI (the "Merger") and all common shares of ASI were canceled and converted into the right to receive \$30.25 per share in cash.

As a result of the Merger, ASI has terminated the offering of common stock pursuant to the Registration Statement. In accordance with undertakings made by ASI in the Registration Statement to remove from registration, by means of post-effective amendments, any of the securities that remain unsold at the termination of the offering, ASI hereby removes from registration all of the common shares covered by the Registration Statement, which were not issued by ASI pursuant to the Registration Statement and related prospectus. The common shares were originally registered in connection with the 1998 Incentive Stock Option Plan and 1997 Non-Incentive Stock Option Agreement of ASI.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized on October 3, 2013.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

By: /s/ Nicholas C. Bentley  
Name: Nicholas C. Bentley  
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities indicated.

Principal Executive Officer:

By: /s/ Nicholas C. Bentley  
Name: Nicholas C. Bentley  
Title: President  
Date: October 3, 2013

Principal Financial and Accounting Officer:

By: /s/ John Bator  
Name: John Bator  
Title: Vice President  
Date: October 3, 2013

Directors:

By: /s/ John Bator  
Name: John Bator  
Date: October 3, 2013

By: /s/ Charles Collis  
Name: Charles Collis  
Date: October 3, 2013

By: /s/ Ronald Schokking  
Name: Ronald Schokking  
Date: October 3, 2013

Authorized Representative in the United States:

By: /s/ Nicholas C. Bentley

Name: Nicholas C. Bentley

Title: President

Date: October 3, 2013

3

---