

BANCFIRST CORP /OK/
Form S-8 POS
July 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1
To
FORM S-8
REGISTRATION STATEMENT No. 333-31886
UNDER
THE SECURITIES ACT OF 1933

BANCFIRST CORPORATION

(Exact name of Registrant as specified in its charter)

OKLAHOMA
(State or other jurisdiction of
incorporation or organization)

101 North Broadway

73-1221379
(I.R.S. Employer
Identification No.)

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Oklahoma City, Oklahoma 73102

(Address of principal executive offices, including zip code)

BancFirst Corporation Directors Stock Option Plan

BancFirst Corporation Directors Deferred Stock Compensation Plan

(Full title of the plans)

David E. Rainbolt

President and Chief Executive Officer

BancFirst Corporation

101 North Broadway, Suite 1000

Oklahoma City, Oklahoma 73102

(405) 270-1086

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

COPIES TO:

Jeanette C. Timmons, Esq.

Conner & Winters, LLP

1700 One Leadership Square, 211 North Robinson

Oklahoma City, Oklahoma 73102

(405) 272-5745

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.

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Large accelerated filer "

Non-accelerated filer "

Accelerated filer x

Smaller reporting company "

DEREGISTRATION OF SECURITIES

BancFirst Corporation (the Registrant) filed a Registration Statement on Form S-8 on March 7, 2000 (Registration No. 333-31886) (the 2000 S-8) to register an aggregate 95,000 shares (190,000 shares, as adjusted for a two-for-one stock split effected in February 2006) of the Registrant's common stock, par value \$1.00 per share (the Common Stock), for issuance pursuant to the BancFirst Corporation Directors' Stock Option Plan and the BancFirst Corporation Directors' Deferred Stock Compensation Plan (collectively, the Directors' Plans).

This Post-Effective Amendment No. 1 to the 2000 S-8 is being filed to deregister (i) the 80,000 unsold shares of Registrant's common stock, par value \$1.00 per share (Common Stock) registered under the 2000 S-8 and issuable pursuant to the BancFirst Corporation Directors' Stock Option Plan, and (ii) the 28,743 unsold shares of Registrant's Common Stock registered under the 2000 S-8 and issuable pursuant to the BancFirst Corporation Directors' Deferred Stock Compensation Plan. The 108,743 shares of Registrant's Common Stock being deregistered pursuant to this Post-Effective Amendment No. 1 will be included in a new Registration Statement on Form S-8 that is being filed contemporaneously with this filing, which will register an aggregate 203,743 shares of Common Stock issuable under the Directors' Plans (including the 108,743 shares being deregistered hereunder).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, BancFirst Corporation 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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, and State of Oklahoma, on July 21, 2011.

BANCFIRST CORPORATION

By: /s/ David E. Rainbolt
David E. Rainbolt

President and Chief Executive Officer

(Principal Executive Officer)

POWER OF ATTORNEY

The officers and directors of BancFirst Corporation whose signature appears below, hereby constitute and appoint David E. Rainbolt, Joe T. Shockley, Jr. and Randy P. Foraker, and each of them (with full power to each of them to act alone), the true and lawful attorney-in-fact to sign and execute, on behalf of the undersigned, any amendment(s) to this registration statement, and each of the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 21, 2011.

/s/ H. E. Rainbolt
H. E. Rainbolt

Chairman of the Board

(Principal Executive Officer)

/s/ Dennis L. Brand
Dennis L. Brand

Chief Executive Officer, BancFirst and Director

(Principal Executive Officer)

/s/ William H. Crawford
William H. Crawford

Director

/s/ F. Ford Drummond
F. Ford Drummond

Director

/s/ David E. Rainbolt
David E. Rainbolt

President, Chief Executive Officer and Director

(Principal Executive Officer)

/s/ C. L. Craig, Jr.
C.L. Craig, Jr.

Director

/s/ James R. Daniel
James R. Daniel

Vice Chairman of the Board

(Principal Executive Officer)

/s/ K. Gordon Greer
K. Gordon Greer

Vice Chairman of the Board

(Principal Executive Officer)

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/s/ Dr. Donald B. Halverstadt
Dr. Donald B. Halverstadt

Director

/s/ J. Ralph McCalmont
J. Ralph McCalmont

Director

/s/ William O. Johnstone
William O. Johnstone

Vice Chairman of the Board

(Principal Executive Officer)

Tom H. McCasland, Jr.

Director

/s/ Ronald J. Norick
Ronald J. Norick

Director

/s/ David E. Ragland
David E. Ragland

Director

G. Rainey Williams, Jr.

Director

/s/ Randy P. Foraker
Randy P. Foraker

Executive Vice President and Chief Risk Officer

(Principal Accounting Officer)

Paul B. Odom, Jr.

Director

/s/ Cynthia S. Ross
Cynthia S. Ross

Director

/s/ Michael K. Wallace
Michael K. Wallace

Director

/s/ Joe T. Shockley, Jr.
Joe T. Shockley, Jr.

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)