

CSB BANCORP INC /OH  
Form S-3DPOS  
December 01, 2008

As filed with the Securities and Exchange Commission on November 26, 2008

Registration No. 033-89430

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**CSB BANCORP, INC.**

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of  
incorporation or organization)

34-1687530  
(I.R.S. Employer Identification No.)

91 North Clay Street  
Millersburg, Ohio 44654  
(330) 674-9015

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

Eddie L. Steiner  
President and Chief Executive Officer  
CSB Bancorp, Inc.  
91 North Clay Street  
Millersburg, Ohio 44654  
(330) 674-9015

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

**SHARE OWNER DIVIDEND REINVESTMENT PLAN**

Approximate date of commencement of proposed sale to public: This post-effective amendment deregisters those securities that remain unsold hereunder as of the effective date hereof.

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.

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 upon filing with the Commission 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 file, 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):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company)

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**EXPLANATORY STATEMENT: DEREGISTRATION**

In accordance with the undertaking of CSB Bancorp, Inc. (the Company), set forth in its Registration Statement on Form S-3 (Registration No. 0-21714) filed on February 13, 1995 (the Registration Statement), the Company is filing this Post-effective Amendment No. 1 to the Registration Statement to deregister all unsold common shares, par value of \$6.25 per share, previously registered under the Securities Act of 1933 pursuant to the Registration Statement. The Registration Statement registered common shares of the Company for purchase by participants in the CSB Bancorp, Inc. Share Owner Dividend Reinvestment Plan (the Plan), either from authorized but unissued common shares of the Company or from shares purchased by an agent of the Company on the open market. The Company hereby deregisters the remaining shares registered but not yet sold pursuant to the Plan. The Plan will continue in existence but will be operated in a manner that renders registration of the shares unnecessary.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Millersburg, State of Ohio, on November 26, 2008.

CSB BANCORP, INC.

By /s/ Eddie L. Steiner  
Eddie L. Steiner  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

**Principal Executive Officer and Director:**

/s/ Eddie L. Steiner

Eddie L. Steiner  
President, Chief Executive Officer and Director

**Principal Accounting and Financial Officer:**

/s/ Paula J. Meiler

Paula J. Meiler  
Senior Vice President and Chief Financial Officer

**Directors:**

/s/ Robert K. Baker

Robert K. Baker

/s/ J. Thomas Lang

J. Thomas Lang

/s/ Ronald E. Holtman

Ronald E. Holtman

/s/ Dr. Daniel J. Miller

Dr. Daniel J. Miller

/s/ Jeffery A. Robb

Jeffery A. Robb, Sr.

/s/ John R. Waltman

John R. Waltman