

CompuCredit Holdings Corp  
Form S-8 POS  
September 30, 2010

As filed with the Securities and Exchange Commission on September 30, 2010

Registration No. 333-78409-99

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CompuCredit Holdings Corporation  
(Exact name of registrant as specified in its charter)

Georgia 58-2336689  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

Five Concourse Parkway, Suite 400 30328  
Atlanta, Georgia (Zip Code)  
(Address of principal executive offices)

CompuCredit Holdings Corporation Amended and Restated 1998 Stock Option Plan  
(Full title of the plan)

J.Paul Whitehead, III  
Chief Financial Officer  
Five Concourse Parkway, Suite 400  
Atlanta, Georgia 30328  
(770) 828-2000  
(Name and address of agent for service)  
(Telephone number, including area code, of agent for service)

The Commission is requested to mail signed copies of all orders, notices and communications to:

W. Brinkley Dickerson, Jr.  
Troutman Sanders LLP  
600 Peachtree Street, N.E., Suite 5200  
Atlanta, Georgia 30308-2216  
(404) 885-3000

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

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company” in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated  
filer

Accelerated filer

Non-accelerated  
filer   
(Do not check if a  
smaller reporting  
company)

Smaller reporting  
company

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Explanatory Note

This Post-Effective Amendment No. 2 is being filed by CompuCredit Holdings Corporation (the “Company”) to deregister unissued shares of the Company’s common stock, no par value (the “Common Stock”), registered for issuance under the Amended and Restated 1998 Stock Option Plan (the “Plan”), pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 14, 1999 (the “Original Registration Statement”) by CompuCredit Corporation (“CompuCredit”).

On August 13, 2009, the Company filed Post-Effective Amendment No. 1 to the Original Registration Statement pursuant to Rule 414 under the Securities Act of 1933, as amended (the “Securities Act”), to reflect the holding company reorganization (the “Reorganization”) of CompuCredit. The Reorganization was completed on June 30, 2009 and was effected through a merger pursuant to the Agreement and Plan of Merger, dated as of June 2, 2009, by and among the Company, CompuCredit and CompuCredit Merger Sub, Inc. As a result of the Reorganization, CompuCredit became a wholly owned subsidiary of the Company, and the Company became the successor issuer to CompuCredit pursuant to Rule 12g-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In the Reorganization, each outstanding share of common stock of CompuCredit was converted automatically into one share of common stock of the Company. In connection with the Reorganization, the Company assumed the Plan and all of the outstanding equity awards under the Plan. In accordance with Rule 414, the Company, as the successor issuer, adopted the Original Registration Statement as its own for all purposes of the Securities Act and the Exchange Act.

The Company hereby removes from registration the shares of Common Stock that were not issued under the Plan.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
24	Power of Attorney (included on signature page of the Form S-8 filed by CompuCredit Corporation with the Securities and Exchange Commission on May 14, 1999)

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 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atlanta, state of Georgia, on September 30, 2010.

CompuCredit Holdings Corporation

By: /s/ David G. Hanna  
Name: David G. Hanna  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities indicated on September 30, 2010.

Signature	Title
/s/ David G. Hanna David G. Hanna	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
/s/ J.Paul Whitehead, III J.Paul Whitehead, III	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
_____ Gregory J. Corona	Director
* Richard W. Gilbert	Director
/s/ Frank J. Hanna, III Frank J. Hanna, III	Director
/s/ Richard R. House, Jr. Richard R. House, Jr.	Director
_____ Deal W. Hudson	Director
* Mack F. Mattingly	Director

\_\_\_\_\_  
Thomas G. Rosencrants

Director

\*By: /s/ David G. Hanna  
David G. Hanna  
Attorney-In-Fact

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Exhibit Index

Exhibit No.	Description	Herewith	Filed	By	Reference
24	Power of Attorney (included on signature page of the Form S-8 filed by CompuCredit Corporation with the Securities and Exchange Commission on May 14, 1999)				X