

SIELOX INC
Form S-8 POS
March 09, 2010

As filed with the Securities and Exchange Commission on March 9, 2010.

Registration No. 333-54808

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1

ON

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SIELOX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware **04-3351937**
(State or other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

170 East Ninth Avenue
Runnemede, New Jersey 08078
(856) 861-4579

(Address of Principal Executive Offices, including Zip Code)

2000 Employee Stock Option and Incentive Plan

(Full Title of the Plan)

Melvyn Brunt

Chief Financial Officer

Sielox, Inc.

170 East Ninth Avenue

Runnemede, New Jersey 08078

(856) 861-4579

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

Copy to:

Louis Goldberg, Esq.

Stephen E. Fox, Esq.

Herrick, Feinstein LLP

2 Park Avenue

New York, New York 10016

(212) 592-1400

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):

Large Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller Reporting Company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the Post-Effective Amendment) relates to the Registration Statement on Form S-8 (Registration No. 333-54808), filed by Fairmarket, Inc. (Fairmarket), on February 1, 2001 (the Registration Statement) registering 1,154,750 shares of the Common Stock, par value \$.001 per share, of Fairmarket in connection with its 2000 Employee Stock Option and Incentive Plan. In September 2003, Fairmarket changed its name to Dynabazaar, Inc. (Dynabazaar). Effective July 31, 2007, pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of February 26, 2007, as amended, by and among Dynabazaar, L Q Corporation, Inc. (L Q Corporation) and LQ Merger Corp. (LMC), LMC was merged with and into L Q Corporation, with L Q Corporation continuing as the surviving corporation and a wholly-owned subsidiary of Dynabazaar. Immediately following the merger, Dynabazaar changed its name to Sielox, Inc. (the Registrant).

The Registrant intends to file a Form 15 to terminate the registration of its securities under the Securities Exchange Act of 1934, as amended. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, by means of this Post-Effective Amendment, the Registrant is deregistering all securities registered under the Registration Statement which remain unsold as of the date of this Post-Effective Amendment.

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, in the City of Runnemede, State of New Jersey, on this 5th day of March, 2010.

SIELOX, INC.

By: /s/ Melvyn Brunt
Name: Melvyn Brunt
Title: Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated.

| Signature | Title | Date |
|--|---|---------------|
| /s/ Rory J. Cowan Rory J. Cowan | Chairman of the Board of Directors | March 9, 2010 |
| /s/ James Pritchett James Pritchett | President, Chief Executive Officer and Director (Principal Executive Officer) | March 6, 2010 |
| /s/ Melvyn Brunt Melvyn Brunt | Chief Financial Officer and Secretary (Principal Financial and Accounting Officer) | March 8, 2010 |
| /s/ Dianne McKeever Dianne McKeever | Director | March 8, 2010 |
| /s/ Jared L. Landaw Jared L. Landaw | Director | March 8, 2010 |
| /s/ Gregory T. Hradsky Gregory T. Hradsky | Director | March 5, 2010 |
| /s/ James A. Mitarotonda James A. Mitarotonda | Director | March 8, 2010 |