AMERIRESOURCE TECHNOLOGIES INC
Form S-8
February 15, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

AmeriResource Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	84-1084784
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
3440 E. Russell Road, Suite 217, Las Vegas, Nevada (Address of Principal Executive Offices)	89120 (Zip Code)

Amended 2008 Stock Incentive Plan
(Full Title of the Plan)

Delmar Janovec, 3440 E. Russell Road, Suite 217, Las Vegas, Nevada 89120
(Name, Address, Including Zip Code, of Agent for Service)

Telephone number, including area code, of agent for service: (702) 214-4249

CALCULATION OF REGISTRATION FEE

Amount of

Title of each class of securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Registration Fee
Common Stock, par value $0.0001	1,500,000,000	.0003	$450,000	$57.02

(1) Rule 457(h) of the Securities Act of 1933, based on the average bid and asked price of the registrant's common stock as of February 13, 2008, a date within five business days prior to the date of filing of this registration statement.

In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the plan described herein.

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 of AmeriResource Technologies, Inc. (the "Registrant") is being filed pursuant to General Instruction E of Form S-8 in connection with the registration of an additional one billion five hundred million (1,500,000,000) shares of the Registrant's common stock, $0.0001 par value ("Common Stock"). The contents of the Registration Statement on Form S-8 (File No. 333-148022), filed by the Registrant with the Securities and Exchange Commission on December 12, 2007 under which one hundred ten million (110,000) shares of Common Stock were registered for issuance and the contents of the Registration Statement on Form S-8 (File No. 333-148441), filed by the Registrant with the Securities and Exchange Commission on January 3, 2008 under which one billion two hundred million (1,200,000,000) shares of Common Stock were registered for issuance, are incorporated by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The Exhibit Index preceding the exhibits is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Las Vegas, State of Nevada on February 15, 2008.

AMERIRESOURCE TECHNOLOGIES, INC.

/s/ Delmar Janovec

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Delmar Janovec, President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in capacities representing the majority of the Registrant's Board of Directors and on the dates indicated.

NAME	TITLE	DATE
/S/ Delmar Janovec	President, Chief Executive Officer, Principal Financial Officer, Principal Accounting Officer, and Chairman of the Board of Directors	February 15, 2008

EXHIBIT INDEX

ITEM NO.	DESCRIPTION
5	Opinion of Legal Counsel.
10	AmeriResource 2008 Stock Incentive Plan. (Incorporated by reference from the Company's Form S-8, file number 333-148022, effective on December 12, 2007.).
10(i)	Amended 2008 Stock Incentive Plan
23	Consent of Auditors to utilize independent auditor’s report.