

FENTURA FINANCIAL INC
Form S-8 POS
December 20, 2012

As filed with the Securities and Exchange Commission on December 20, 2012

Registration No. 333-137103

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
Registration Statement No. 333-137103
Under
The Securities Act of 1933

FENTURA FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

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Michigan **38-2806518**
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) identification no.)
175 N Leroy, P.O. Box 725, Fenton, Michigan 48430
(Address of principal executive offices, including zip code)

Fentura Financial, Inc. 1996 Employee Stock Option Plan

(Full title of the plan)

Ronald L. Justice

President and Chief Executive Officer

Fentura Financial, Inc.

175 N. Leroy, P.O. Box 725

Fenton, Michigan 48430

(Name and address of agent for service)

(810) 629-2263

(Telephone number, including area code, of agent for service)

With a copy to:

David B. Braun, Esq.

Joseph B. Hemker, Esq.

Howard & Howard Attorneys PLLC

450 West Fourth Street

Royal Oak, Michigan 48067-2557

(248) 645-1483

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company.

Large accelerated filer

Non-accelerated filer

Accelerated Filer

Smaller Reporting Company

DEREGISTRATION OF SHARES

This Post-Effective Amendment (the Post Effective Amendment) relates to the following Registration Statement of Fentura Financial, Inc., a Michigan corporation (the Company) on Form S-8 (the Registration Statement).

Registration Statement No. 333-137103 registering 85,622 shares of Common Stock for issuance under the Fentura Financial, Inc. 1996 Employee Stock Option Plan.

The Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement No. 333-137103 pursuant to Rule 478 under the Securities Act of 1933, as amended to terminate the effectiveness of the Registration Statement, and, in accordance with the undertakings of the Company in Part II of the Registration Statement, to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but that remain unsold at the termination of the offering, hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

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 No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fenton, State of Michigan, on December 20, 2012.

FENTURA FINANCIAL, INC.
(Registrant)

By: /s/ Ronald L. Justice
Ronald L. Justice
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.

| Signature | Title | Date |
|-----------------------------|---|-------------------|
| /s/ Ronald L. Justice | President, Chief Executive Officer and Director | December 20, 2012 |
| Ronald L. Justice | (Principal Executive Officer) | |
| /s/ James Distelrath | Chief Financial Officer | December 20, 2012 |
| James Distelrath | (Principal Accounting Officer) | |
| /s/ Thomas P. McKenney | Chairman of the Board | December 20, 2012 |
| Thomas P. McKenney | | |
| /s/ Brian P. Petty | Director | December 20, 2012 |
| Brian P. Petty | | |
| /s/ William H. Dery, M.D. | Director | December 20, 2012 |
| William H. Dery, M.D. | | |
| /s/ Frederick P. Dillingham | Director | December 20, 2012 |
| Frederick P. Dillingham | | |

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| Signature | Title | Date |
|--|--------------|-------------------|
| /s/ Donald L. Grill Donald L. Grill | Director | December 20, 2012 |
| /s/ Randy Hicks Randy Hicks | Director | December 20, 2012 |
| /s/ Ronald K. Rybar Ronald K. Rybar | Director | December 20, 2012 |
| /s/ JoAnne Shaw JoAnne Shaw | Director | December 20, 2012 |

By: /s/ Ronald L. Justice
Ronald L. Justice, Attorney-in-Fact