



Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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DEREGISTRATION OF COMMON STOCK

A Registration Statement on Form S-8 (Commission File No. 333-157414) was filed by NightHawk Radiology Holdings, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on February 19, 2009 (the “2009 Registration Statement”), covering the registration of 827,723 shares authorized for issuance under the Company’s 2006 Equity Incentive Plan.

On December 22, 2010, pursuant to the terms of the Agreement and Plan of Merger, dated as of September 26, 2010, by and among the Registrant, Virtual Radiologic Corporation and Eagle Merger Sub Corporation, a wholly-owned subsidiary of Virtual Radiologic Corporation, Eagle Merger Sub Corporation merged with and into the Registrant, and the Registrant became a wholly-owned subsidiary of Virtual Radiologic Corporation (the “Merger”). As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the Common Stock registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration the Common Stock registered but unsold under the 2009 Registration Statement.

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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 this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Eden Prairie, State of Minnesota, on the 22nd day of December, 2010.

NIGHTHAWK RADIOLOGY HOLDINGS,  
INC.

By: /s/ Robert C. Kill  
Name: Robert C. Kill  
Title: President

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 and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Robert C. Kill Robert C. Kill	President	December 22, 2010
/s/ Michael J. Kolar Michael J. Kolar	Secretary & Treasurer	December 22, 2010
/s/ Robert C. Kill Robert C. Kill	Director	December 22, 2010
/s/ Michael J. Kolar Michael J. Kolar	Director	December 22, 2010