

Alpha Natural Resources, Inc./Old
Form S-8 POS
August 03, 2009

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As filed with the Securities and Exchange Commission on August 3, 2009
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-127528)

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ALPHA NATURAL RESOURCES, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

02-0733940

(I.R.S. Employer
Identification No.)

One Alpha Place

P.O. Box 2345

Abingdon, Virginia

(Address of Principal Executive Offices)

24212

(Zip Code)

Alpha Natural Resources, Inc. 2005 Long-Term Incentive Plan (as Amended and Restated)

Alpha Natural Resources, Inc. 2004 Long-Term Incentive Plan (as Amended and Restated)

(Full title of the plan)

Vaughn R. Groves, Esquire

Executive Vice President, Secretary and General Counsel

Alpha Natural Resources, Inc.

One Alpha Place

P.O. Box 2345

Abingdon, Virginia 24212

(Name and address of agent for service)

(276) 619-4410

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

Copy to:

Amy I. Pandit, Esquire

Buchanan Ingersoll & Rooney PC

One Oxford Centre

301 Grant Street, 20th Floor

Pittsburgh, Pennsylvania 15219-1410

(412) 562-8800

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

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DEREGISTRATION OF COMMON STOCK

The Registration Statement on Form S-8 (Registration No. 333-127528) of Alpha Natural Resources, Inc., a Delaware corporation (Alpha), pertaining to the registration of 3,338,841 shares of common stock of Alpha, par value \$0.01 per share (the Alpha Common Stock), under the Alpha Natural Resources, Inc. 2005 Long-Term Incentive Plan, the registration of 596,985 shares of Alpha Common Stock under the Alpha Natural Resources, Inc. 2004 Long-Term Incentive Plan (as amended and restated), and the registration of an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions, to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on August 15, 2005.

Foundation Coal Holdings, Inc., a Delaware corporation (Foundation), and Alpha entered into an Agreement and Plan of Merger dated as of May 11, 2009 (the Merger Agreement), pursuant to which, among other things, Alpha would be merged with and into Foundation, with Foundation surviving the merger as the surviving corporation (the Surviving Corporation), and each outstanding share of Alpha Common Stock would be automatically converted into the right to one share of common stock of the Surviving Corporation (these actions are collectively referred to as the Merger). The Merger became effective on July 31, 2009 (the Effective Time).

As a result of the Merger, Alpha has terminated all offerings of Alpha Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by Alpha in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Alpha Common Stock which remain unsold at the termination of the offering, Alpha hereby removes from registration all shares of Alpha Common Stock registered under the Registration Statement which remain unsold as of the Effective Time.

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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 of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Abingdon, Commonwealth of Virginia, on this 31st day of July, 2009.

ALPHA NATURAL RESOURCES, INC.

By: /s/ Vaughn R. Groves
Vaughn R. Groves
Senior Vice President, Secretary and General
Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 31st day of July, 2009.

Signature	Capacity
* Michael J. Quillen	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Kevin S. Crutchfield Kevin S. Crutchfield	President and Director
* Eddie W. Neely	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* E. Linn Draper, Jr.	Lead Director of the Board of Directors
	Director
Mary Ellen Bowers	Director
	Director
John S. Brinzo	Director
Hermann Buerger	
* Glenn A. Eisenberg	Director

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Signature	Capacity
*	Director
John W. Fox, Jr.	
	Director

Ted G. Wood

* By: /s/ Vaughn R. Groves

Name: Vaughn R. Groves
Attorney-in-Fact