

HALLMARK FINANCIAL SERVICES INC

Form POS AM

January 19, 2011

As filed with the Securities and Exchange Commission on January 19, 2011

Registration No. 333-147598

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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HALLMARK FINANCIAL SERVICES, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

87-0447375  
(I.R.S. Employer  
Identification Number)

777 Main Street  
Suite 1000  
Fort Worth, Texas 76102  
(817) 348-1600  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

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Mark J. Morrison  
President and Chief Executive Officer  
Hallmark Financial Services, Inc.  
777 Main Street  
Suite 1000  
Fort Worth, Texas 76102  
(817) 348-1600  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:  
Steven D. Davidson  
McGuire, Craddock & Strother, P.C.  
3550 Lincoln Plaza  
500 N. Akard  
Dallas, Texas 75201  
(214) 954-6800

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Approximate date of commencement of proposed sale to the public: Not applicable. This Post-Effective Amendment No. 1 removes from registration those securities remaining unsold as of the date hereof.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 "larger accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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EXPLANATORY NOTE:  
REMOVAL OF SECURITIES FROM REGISTRATION

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3, Registration No. 333-147598 (the "Registration Statement") of Hallmark Financial Services, Inc. (the "Registrant") which was declared effective by the Securities and Exchange Commission on December 3, 2007. None of the securities covered by the Registration Statement have been offered or sold by the Registrant or the selling stockholder named therein. In accordance with the Registrant's undertaking in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities registered which remained unsold at the termination of the offering, the Registrant hereby removes from registration all securities previously registered under the Registration Statement.

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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on the 19th day of January, 2011.

HALLMARK  
FINANCIAL  
SERVICES, INC.

By: /s/ MARK J.  
MORRISON  
Mark J. Morrison,  
President and Chief  
Executive  
Officer

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

Signature	Title	Date
/s/ MARK E. SCHWARZ Mark E. Schwarz	Executive Chairman and Director	January 19, 2011
/s/ MARK J. MORRISON Mark J. Morrison	President and Chief Executive Officer (principal executive officer)	January 19, 2011
/s/ JEFFREY R. PASSMORE Jeffrey R. Passmore	Senior Vice President and Chief Accounting Officer (principal financial and accounting officer)	January 19, 2011
/s/ SCOTT T. BERLIN Scott T. Berlin	Director	January 19, 2011
/s/ JAMES H. GRAVES	Director	January 19, 2011

James H. Graves

/s/ JIM W. HENDERSON      Director  
Jim W. Henderson

January 19, 2011

/s/ GEORGE R. MANSER      Director  
George R. Manser

January 19, 2011

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