

MERIDIAN RESOURCE CORP  
Form S-8 POS  
May 18, 2010

As filed with the Securities and Exchange Commission on May 18, 2010

Registration No. 333-144234

**UNITED STATES  
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  
THE MERIDIAN RESOURCE CORPORATION  
(Exact name of registrant as specified in its charter)**

**Texas**  
(State or other jurisdiction  
of incorporation or organization)

**76-0319553**  
(I.R.S Employer Identification No.)

**1401 Enclave Parkway, Suite 300, Houston, Texas**  
(Address of Principal Executive Offices)

**77077**  
(Zip Code)

**The Meridian Resource Corporation  
2006 Non-Employee Directors Incentive Plan**  
(Full title of the plan)

**Paul D. Ching**  
**Chief Executive Officer, President and Chairman of the Board**

**The Meridian Resource Corporation  
1401 Enclave Parkway, Suite 300  
Houston, Texas 77077  
(281) 597-7000**

(Name, address, and telephone number, including area code, of agent for service)

**Copies to:  
Fulbright & Jaworski L.L.P.  
Fulbright Tower  
1301 McKinney, Suite 5100  
Houston, Texas 77010-3095  
Attention: Roger K. Harris  
Telephone: (713) 651-5151  
Facsimile: (713) 651-5246**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (the Post-Effective Amendment ) to the Form S-8 Registration Statement, Registration No. 333-144234, filed on June 29, 2007 (the Registration Statement ), which registered an aggregate amount of 500,000 shares of common stock, par value \$0.01 per share, and an equal number of associated rights pursuant to the Shareholder Rights Agreement, dated May 5, 1999, between The Meridian Resource Corporation, a Texas corporation (the Company ), and American Stock Transfer & Trust Company, is being filed in order to remove from registration securities remaining unsold under such Registration Statement.

On May 13, 2010, pursuant to an Agreement and Plan of Merger, dated as of December 22, 2009, as amended, among the Company, Alta Mesa Holdings, LP, a Texas limited partnership ( Alta Mesa ), and Alta Mesa Acquisition Sub, LLC, a Texas limited liability company and a wholly owned subsidiary of Alta Mesa ( Merger Sub ), the Company merged with and into Merger Sub (the Merger ), with Merger Sub continuing as the surviving company.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statement. Accordingly, pursuant to Item 512(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended, the Company hereby removes from registration any and all securities of the Company previously registered but not sold or otherwise issued under the Registration Statement as of the filing of this Post-Effective Amendment.

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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 on 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 Houston, State of Texas, on May 18, 2010.

THE MERIDIAN RESOURCE  
CORPORATION

By: /s/ Paul D. Ching  
Paul D. Ching  
Chief Executive Officer, President and  
Chairman of the Board

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

/s/ Paul D. Ching	Chief Executive Officer (Principal Executive Officer)	May 18, 2010
Paul D. Ching	President, Director and Chairman of the Board	

/s/ Lloyd V. DeLano	Chief Accounting Officer (Principal Accounting Officer)	May 18, 2010
Lloyd V. DeLano		

/s/ E. L. Henry	Director	May 18, 2010
E. L. Henry		

/s/ John B. Simmons	Director	May 18, 2010
John B. Simmons		

/s/ Fenner R. Weller, Jr.	Director	May 18, 2010
Fenner R. Weller, Jr.		