

ARMOR HOLDINGS INC  
Form S-8 POS  
July 31, 2007

**As Filed with the Securities and Exchange Commission on July 31, 2007**  
**Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (Registration No. 333-112107)**

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**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**

**ARMOR HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware** **59-3392443**  
(State or other jurisdiction (I.R.S. Employer Identification No.)  
of incorporation or organization)

**13386 International Parkway**  
**Jacksonville, Florida 32218**  
**(904) 741-5400**  
(Address of Principal Executive Offices)

**Armor Holdings, Inc. 2002 Stock Incentive Plan**  
**Armor Holdings, Inc. 2002 Executive Stock Plan**  
(Full title of the plan)

**Walter P. Havenstein**  
**Principal Executive Officer and Director**  
**Armor Holdings, Inc.**  
**13386 International Parkway**  
**Jacksonville, Florida 32218**  
**(904) 741-5400**

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

Copy to:  
**Sheila C. Cheston**

**Senior Vice President, General Counsel and Secretary**

**BAE Systems, Inc.**

**1601 Research Boulevard**

**Rockville, Maryland 20850**

**(301) 838-6000**

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**Deregistration of Securities**

Pursuant to Rule 478(a)(4) under the Securities Act of 1933, as amended, Armor Holdings, Inc. (the "Company") hereby withdraws from registration under this Post-Effective Amendment No. 1 any and all shares of Common Stock, par value \$0.01 per share, of the Company ("Common Stock"), originally registered under the Registration Statement on Form S-8 (File No. 333-112107) which have not been issued. In connection with the merger of the Company with Jaguar Acquisition Sub Inc., a wholly owned subsidiary of BAE Systems, Inc., the Armor Holdings, Inc. 2002 Stock Incentive Plan and the Armor Holdings, Inc. 2002 Executive Stock Plan, pursuant to which the shares would have been issued, have been amended so that no additional shares of Company Common Stock may be issued or sold under such plan.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, as amended, Armor Holdings, Inc. 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 its Registration Statement on Form S-8 (File No. 333-112107) to be signed on its behalf by the undersigned, thereunto duly authorized, in Rockville, Maryland, on the 31st day of July, 2007.

ARMOR HOLDINGS, INC.

By:

          /s/ Walter P. Havenstein  
Name: Walter P. Havenstein  
Title: Principal Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-112107) has been signed below by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date          |
|---|--|---------------|
| /s/ Walter P.<br>Havenstein<br>Name: Walter P. Havenstein | Principal Executive Officer and Director | July 31, 2007 |
| /s/ Robert T.<br>Murphy<br>Name: Robert T. Murphy         | Principal Financial Officer              | July 31, 2007 |
| /s/ Gary C. Slack<br>Name: Gary C. Slack                  | Principal Accounting Officer             | July 31, 2007 |
| /s/ Sheila C.<br>Cheston<br>Name: Sheila C. Cheston       | Director                                 | July 31, 2007 |