

Henry Bros. Electronics, Inc.
Form POS AM
December 30, 2010

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 29, 2010

Registration Statement File No. 333-118438

UNITED STATES
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

HENRY BROS. ELECTRONICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4841
(Primary Standard Industrial
Classification Code Number)

22-3690168
(I.R.S. Employer Identification
Number)

17-01 Pollitt Drive

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Fair Lawn, NJ 07410

(201) 794-6500

(Address, including zip code, and telephone number, including area code,

of registrant's principal executive offices)

Deanna H. Lund

Executive Vice President and Chief Financial Officer

Henry Bros. Electronics, Inc.

17-01 Pollitt Drive

Fair Lawn, NJ 07410

(858) 812-7300

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

Copies to:

Deyan Spiridonov, Esq.

Paul, Hastings, Janofsky & Walker LLP

4747 Executive Drive, 12th Floor

San Diego, CA 92121

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not applicable.

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, 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.

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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 filed 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 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 (Do not check if a smaller
reporting company)

Smaller reporting
company

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(c) of the Securities Act of 1933, as amended, may determine.

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EXPLANATORY NOTE

On December 15, 2010, pursuant to an Agreement and Plan of Merger, dated October 5, 2010 (the **Merger Agreement**), by and among the Company, Kratos Defense & Security Solutions, Inc., a Delaware corporation (**Kratos**), and Hammer Acquisition Inc., a Delaware corporation and a wholly-owned subsidiary of Kratos (**Merger Sub**), Merger Sub merged with and into the Company, with the Company surviving as a wholly-owned subsidiary of Kratos (the **Merger**). In connection with the Merger, the Company has terminated all offerings of the Company's securities pursuant to the Registration Statement on Form S-3 (File No. 118438) (the **Registration Statement**).

This Post-Effective Amendment No. 1 on Form S-3 to the Registration Statement is being filed solely for the purpose of deregistering any and all securities previously registered under the Registration Statement that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 San Diego, State of California, on December 29, 2010.

HENRY BROS. ELECTRONICS, INC.

By: */s/ Deanna H. Lund*
Deanna H. Lund
Executive Vice President & Chief Financial Officer

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

| Signatures | Title | Date |
|--|--|-------------------|
| <i>/s/ Eric M. DeMarco</i> Eric M. DeMarco | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | December 29, 2010 |
| <i>/s/ Deanna H. Lund</i> Deanna H. Lund | Executive Vice President, Chief Financial Officer and Director <i>(Principal Financial Officer)</i> | December 29, 2010 |
| <i>/s/ Laura Siegal</i> Laura Siegal | Vice President, Corporate Controller and Director <i>(Principal Accounting Officer)</i> | December 29, 2010 |