

HILB ROGAL & HOBBS CO

Form S-3DPOS

October 01, 2008

As filed with the Securities and Exchange Commission on October 1, 2008.

Registration No. 333-74564

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-effective Amendment No. 2 to

FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

HILB ROGAL & HOBBS COMPANY

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction

of incorporation or organization)

54-1194795

(I.R.S. Employer

Identification Number)

4951 Lake Brook Drive, Suite 500

Glen Allen, Virginia 23060

(804) 747-6500

(Address, including zip code, and telephone number,

including area code, of registrant's principal executive offices)

A. Brent King

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Vice President and General Counsel

Hilb Rogal & Hobbs Company

4951 Lake Brook Drive, Suite 500

Glen Allen, Virginia 23060

(804) 747-6500

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

including area code, of agent for service)

Not applicable

(Approximate date of commencement of the proposed sale to the public)

If the only securities being registered on the 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. ☐

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 registration 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.

Large accelerated filer ☒

Accelerated filer ☐

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

Smaller reporting company ☐

This Post-effective Amendment No. 2 to Registration Statement on Form S-3 (No. 333-74564) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 to the registration statement on Form S-3 (File No. 333-74564) (the **Registration Statement**) is being filed by Hilb Rogal & Hobbs Company (the **Company**) to deregister all of the shares of Company common stock that have not been sold by the holders of such securities through the Registration Statement as of the effective date of this Post-Effective Amendment No. 2.

On October 1, 2008, pursuant to the terms of the Agreement and Plan of Merger, dated as of June 7, 2008 (the **Merger Agreement**), by and among Willis Group Holdings Limited (**Willis**) and the Company, the Company merged with and into Willis, with Willis as the surviving corporation. As a result of the merger, the Company has terminated all offerings of its securities under existing registration statements, including the Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

The following exhibits are filed on behalf of the Registrant as part of this Post-Effective Amendment No. 2 to the Registration Statement:

24 Powers of Attorney.

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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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the county of Henrico, Commonwealth of Virginia, on September 30, 2008.

HILB ROGAL AND HOBBS COMPANY

By: /s/ Walter L. Smith
Walter L. Smith

Senior Vice President, Business Practices &
Quality Assurance and Corporate Secretary

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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Martin L. Vaughan, III	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	September 30, 2008
* Michael Dinkins	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 30, 2008
* John Hamerski	Vice President and Controller (Principal Accounting Officer)	September 30, 2008
* Julie A. Beck	Director	September 30, 2008

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Theodore L. Chandler, Jr. Director

* Director September 30, 2008
Robert W. Fiondella

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Signature

Title

Date

Robert H. Hilb
Director

Anthony F. Markel
Director

*
Scott R. Royster
Director
September 30, 2008

*
Julious P. Smith, Jr.
Director
September 30, 2008

Warren M. Thompson
Director

*
Robert S. Ukrop
Director
September 30, 2008

* Walter L. Smith, by signing his name hereto, signs this document on behalf of each of the persons indicated by an asterisk above pursuant to the powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission as Exhibit 24 to this Post-Effective Amendment No. 2 to the Registration Statement.

September 30, 2008

/s/ Walter L. Smith
Walter L. Smith
Senior Vice President, Business Practices &
Quality Assurance and Corporate Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
24	Powers of Attorney.