

FENTURA FINANCIAL INC  
Form S-8 POS  
December 20, 2012

As filed with the Securities and Exchange Commission on December 20, 2012

Registration No. 333-137104

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**Registration Statement No. 333-137104**  
*Under*  
*The Securities Act of 1933*

**FENTURA FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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**Michigan** **38-2806518**  
(State or other jurisdiction of (I.R.S. employer  
incorporation or organization) identification no.)  
**175 N Leroy, P.O. Box 725, Fenton, Michigan 48430**  
(Address of principal executive offices, including zip code)

**Fentura Financial, Inc. 1996 Non Employee Director Stock Option Plan**

(Full title of the plan)

**Ronald L. Justice**

**President and Chief Executive Officer**

**Fentura Financial, Inc.**

**175 N. Leroy, P.O. Box 725**

**Fenton, Michigan 48430**

(Name and address of agent for service)

**(810) 629-2263**

(Telephone number, including area code, of agent for service)

**With a copy to:**

**David B. Braun, Esq.**

**Joseph B. Hemker, Esq.**

**Howard & Howard Attorneys PLLC**

**450 West Fourth Street**

**Royal Oak, Michigan 48067-2557**

**(248) 645-1483**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company.

Large accelerated filer

Non-accelerated filer

Accelerated Filer

Smaller Reporting Company

**DEREGISTRATION OF SHARES**

This Post-Effective Amendment (the Post Effective Amendment ) relates to the following Registration Statement of Fentura Financial, Inc., a Michigan corporation (the Company ) on Form S-8 (the Registration Statement ).

Registration Statement No. 333-137104 registering 65,950 shares of Common Stock for issuance under the Fentura Financial, Inc. 1996 Nonemployee Director Stock Option Plan.

The Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement No. 333-137104 pursuant to Rule 478 under the Securities Act of 1933, as amended to terminate the effectiveness of the Registration Statement, and, in accordance with the undertakings of the Company in Part II of the Registration Statement, to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but that remain unsold at the termination of the offering, hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

**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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fenton, State of Michigan, on December 20, 2012.

FENTURA FINANCIAL, INC.  
(Registrant)

By: /s/ Ronald L. Justice  
Ronald L. Justice  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Ronald L. Justice	President, Chief Executive Officer and Director	December 20, 2012
Ronald L. Justice	(Principal Executive Officer)	
/s/ James Distelrath	Chief Financial Officer	December 20, 2012
James Distelrath	(Principal Accounting Officer)	
/s/ Thomas P. McKenney	Chairman of the Board	December 20, 2012
Thomas P. McKenney		
/s/ Brian P. Petty	Director	December 20, 2012
Brian P. Petty		
/s/ William H. Dery, M.D.	Director	December 20, 2012
William H. Dery, M.D.		
/s/ Frederick P. Dillingham	Director	December 20, 2012
Frederick P. Dillingham		

/s/ Donald L. Grill	Director	December 20, 2012
Donald L. Grill		
/s/ Randy Hicks	Director	December 20, 2012
Randy Hicks		
/s/ Ronald K. Rybar	Director	December 20, 2012
Ronald K. Rybar		
/s/ JoAnne Shaw	Director	December 20, 2012
JoAnne Shaw		

By: /s/ Ronald L. Justice  
Ronald L. Justice, Attorney-in-Fact