

REX AMERICAN RESOURCES Corp  
Form S-8 POS  
June 30, 2010

Registration No. 333-69081

**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**

**REX AMERICAN RESOURCES CORPORATION**

(Formerly REX STORES CORPORATION)  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**31-1095548**

(I.R.S. Employer Identifi

**2875 Needmore Road  
Dayton, Ohio 45414**

(Address, including zip code, of principal executive offices)

**1998 Nonqualified Executive Stock Option Plan**  
(Full title of the plan)

**Stuart A. Rose  
Chairman and Chief Executive Officer  
REX American Resources Corporation  
2875 Needmore Road  
Dayton, Ohio 45414  
(937) 276-3931**

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

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

Smaller reporting company

(Do not check if a smaller reporting company)



**EXPLANATORY NOTE**

This Post Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-69081) is filed for the purpose of terminating the Registration Statement and deregistering any shares of the registrant's common stock, \$.01 par value, remaining available for issuance upon the exercise of options outstanding under the 1998 Nonqualified Executive Stock Option Plan. As of the date hereof, no shares of the registrant's common stock remain available for issuance under the Plan.

**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 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dayton, State of Ohio, on June 30, 2010.

REX AMERICAN RESOURCES CORPORATION

By /s/ Stuart A. Rose  
 Stuart A. Rose  
 Chairman of the Board and  
 Chief Executive Officer

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

| <b><u>Signature</u></b>                         | <b><u>Capacity</u></b>                                                                                                | <b><u>Date</u></b> |
|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|--------------------|
| /s/Stuart A. Rose<br>Stuart A. Rose             | Chairman of the Board and Chief Executive Officer ( <i>Principal Executive Officer</i> )                              | June 30, 2010      |
| /s/Douglas L. Bruggeman<br>Douglas L. Bruggeman | Vice President - Finance, Chief Financial Officer and Treasurer ( <i>Principal Financial and Accounting Officer</i> ) | June 30, 2010      |
| /s/Lawrence Tomchin<br>Lawrence Tomchin         | Director                                                                                                              | June 30, 2010      |
| /s/Edward M. Kress<br>Edward M. Kress           | Director                                                                                                              | June 30, 2010      |
| /s/Robert Davidoff<br>Robert Davidoff           | Director                                                                                                              | June 30, 2010      |
| /s/Charles A. Elcan<br>Charles A. Elcan         | Director                                                                                                              | June 30, 2010      |
| /s/David S. Harris<br>David S. Harris           | Director                                                                                                              | June 30, 2010      |
| /s/Mervyn L. Alphonso<br>Mervyn L. Alphonso     | Director                                                                                                              | June 30, 2010      |