

FEDERAL TRUST CORP  
Form S-8 POS  
June 26, 2009

As filed with the Securities and Exchange Commission on June 26, 2009

Registration No. 333-126954

**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**

**FEDERAL TRUST CORPORATION**

(Exact name of Registrant as Specified in its Charter)

**Florida**  
(State Or Other Jurisdiction Of  
Incorporation Or Organization)

**59-2935028**  
(IRS Employer  
Identification Number)

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**312 West 1st Street**

**Sanford, Florida 32771**

**(407) 323-1833**

**(Address, including zip code, and**

**telephone number, including area**

**code, of principal executive**

**offices)**

**FEDERAL TRUST CORPORATION**

**AMENDED AND RESTATED**

**1998 KEY EMPLOYEE STOCK COMPENSATION PROGRAM**

**(Full Title of the Plan)**

**Robert W. Paiano**

**Federal Trust Corporation**

**312 West 1st Street**

**Sanford, Florida 32771**

**Telephone: (407) 323-1833**

**(Name, Address and Telephone Number of Agent for Service)**

**DEREGISTRATION OF SECURITIES**

On June 26, 2009, pursuant to the Agreement and Plan of Merger dated as of November 14, 2008, by and among The Hartford Financial Services Group, Inc., a Delaware corporation ( Parent ), FT Acquisition Corporation, a Florida corporation and a wholly owned subsidiary of Parent ( Merger Sub ), and Federal Trust Corporation, a Florida corporation (the Company ), Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and becoming an indirect wholly owned subsidiary of Parent (the Merger ) and all outstanding shares of common stock, \$0.01 par value per share ( Common Stock ), being converted into the right to receive \$1.00 per share in cash. As a result, the Company has terminated all offerings of its Common Stock pursuant to its existing registration statements, including the Company s Registration Statement on Form S-8 (File No. 333-126954) (the Registration Statement ). In accordance with an undertaking made by the Company in its Registration Statement to remove from registration, by means of a post-effective amendment, any shares of the Company s Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of its Common Stock under the Registration Statement which remained unsold as of the effective time of the Merger.

**SIGNATURES**

**The Registrant.** 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartford, State of Connecticut, on June 26, 2009.

**FEDERAL TRUST CORPORATION**

By: /s/ Robert W. Paiano  
Robert W. Paiano,

President

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John N. Giamalis John N. Giamalis	Director	June 26, 2009
/s/ Brian D. Murphy Brian D. Murphy	Director	June 26, 2009
/s/ Robert W. Paiano Robert W. Paiano	Chairman of the Board and President	June 26, 2009