

MACATAWA BANK CORP
Form S-8 POS
March 22, 2018

Registration No. 333-141438

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**

MACATAWA BANK CORPORATION

(Exact Name of Registrant as Specified in its Charter)

38-3391345

Michigan
(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification Number)

10753 Macatawa Drive

49424

Holland, Michigan

(Zip Code)

(Address of Principal Executive Offices)

AMENDED AND RESTATED MACATAWA BANK CORPORATION

EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plan)

Jon W. Swets

Macatawa Bank Corporation

10753 Macatawa Drive

Holland, Michigan 49424

(Name and Address of Agent for Service)

Charlie Goode

Copies to: **Warner Norcross & Judd LLP**
900 Fifth Third Center
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503

(616) 494-7645

(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

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**EXPLANATORY NOTE AND
DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment (the “Post-Effective Amendment”) is being filed by Macatawa Bank Corporation (the “Company”) to deregister all unsold securities reserved for issuance and registered for sale under the Amended and Restated Macatawa Bank Corporation Employee Stock Purchase Plan (the “Plan”) pursuant to Registration Statement No. 333-141438 on Form S-8, filed on March 20, 2007 (the “Registration Statement”). Pursuant to the Registration Statement, 200,000 shares of the Company’s common stock were registered for issuance under the Plan.

The Company no longer offers the Company’s common stock for purchase under the Plan. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement and removes from registration any remaining shares of the Company’s common stock that were registered for issuance under the Plan pursuant to the Registration Statement and that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Holland, State of Michigan, on March 22, 2018.

MACATAWA BANK CORPORATION

/s/ Jon W. Swets

Jon W. Swets, Chief Financial Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.