

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

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FILER

COLONIAL BANGROUP INC

CIK: **92339** | IRS No.: **630661573** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **POS AM** | Act: **33** | File No.: **333-56241** | Film No.: **1522972**
SIC: **6022** State commercial banks

Mailing Address
*ONE COMMERCE STREET
STE 800
PO BOX 1108
MONTGOMERY AL 36101*

Business Address
*ONE COMMERCE ST STE 800
P O BOX 1108
MONTGOMERY AL 36104
3342405000*

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

 Post Effective Amendment No. 1
 TO
 FORM S-4

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

 THE COLONIAL BANCGROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware (State of Incorporation)	6711 (Primary Standard Industrial Classification Code Number)	63-0661573 (I.R.S. Employer Identification No.)
One Commerce Street, Suite 800 Montgomery, Alabama 36104 (Address of principal executive offices)		(334) 240-5000 (Telephone No.)

 William A. McCrary
 Secretary
 Post Office Box 1108
 Montgomery, Alabama 36101
 (Name and address of agent for service)

Copies to:

Willard H. Henson
 Miller, Hamilton, Snider & Odom
 One Commerce Street, Suite 305
 Montgomery, Alabama 36104

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

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The Colonial BancGroup, Inc. ("BancGroup") registered 952,638 shares of its Common Stock on Form S-4, registration no. 333-56241, in connection with the acquisition of CNB Holding Company ("CNB"), a Florida corporation. Such registration was declared effective on June 22, 1998. After the Agreement and Plan of Merger between CNB and BancGroup, dated as of March 26, 1998 (the "Merger Agreement") was executed, and after the registration of the shares to be issued in the merger was effective, BancGroup issued a 2 for 1 stock split, effected in the form of a 100% stock dividend (the "Stock Split"). The Merger Agreement provided that any such stock split would result in a proportionate increase of BancGroup shares to be issued pursuant to the merger. In accordance with SEC Rule 416(b), the registration statement is deemed to cover the additional shares resulting from the Stock Split. Accordingly, the Form S-4, registration no. 333-56241, is deemed to register a total of 1,905,276 shares of BancGroup common stock.

A total of 1,767,562 shares were issued in the merger on August 12, 1998. Pursuant to the undertaking given by BancGroup in such registration statement in accordance with Regulation S-K, item 512(a)(3), BancGroup hereby removes 137,714 shares from registration, which represents the number of shares registered less the number of shares issued in the merger.

SIGNATURE

Pursuant to Regulation S-K, item 512(a)(3) and SEC Rule 478(a)(4), the undersigned registrant hereby executes this post effective amendment to its registration statement on Form S-4 to remove from registration certain shares not issued and has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montgomery, Alabama, on the 2nd day of February, 2001.

THE COLONIAL BANCGROUP, INC.

By: /s/ W. Flake Oakley, IV

W. Flake Oakley, IV
Chief Financial Officer and
duly authorized agent for
service