

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS462B

Post-effective amendments to Securities Act Rule 462(b) registration statement

Filing Date: **2001-08-03**  
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### FILER

#### TALX CORP

CIK: **917524** | IRS No.: **430988805** | State of Incorporation: **MO** | Fiscal Year End: **0331**  
Type: **POS462B** | Act: **33** | File No.: **333-66642** | Film No.: **1696662**  
SIC: **7373** Computer integrated systems design

Mailing Address  
*1850 BORMAN COURT  
ST LOUIS MO 63146*

Business Address  
*1850 BORMAN CT  
ST LOUIS MO 63146  
3142147000*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Amendment No. 1  
to

FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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TALX CORPORATION  
(Exact name of registrant as specified in its charter)

MISSOURI  
(State or other jurisdiction of  
incorporation or organization)

43-0988805  
(I.R.S. Employer  
identification No.)

1850 BORMAN COURT  
ST. LOUIS, MISSOURI 63146  
(314) 214-7000

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

WILLIAM W. CANFIELD  
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
TALX CORPORATION  
1850 BORMAN COURT  
ST. LOUIS, MISSOURI 63146  
(314) 214-7000

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

-----

COPIES OF ALL CORRESPONDENCE TO:

WALTER L. METCALFE, JR., ESQ.  
R. RANDALL WANG, ESQ.  
BRYAN CAVE LLP

JOHN R. UTZSCHNEIDER, ESQ.  
BINGHAM DANA LLP  
150 FEDERAL STREET

211 NORTH BROADWAY, SUITE 3600  
 ST. LOUIS, MISSOURI 63102-2750  
 (314) 259-2000  
 FAX: (314) 259-2020

BOSTON, MASSACHUSETTS 02110  
 (617) 951-8000  
 FAX: (617) 951-8736

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

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-63690

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

<Table>  
 <Caption>

PROPOSED		PROPOSED	
MAXIMUM	AMOUNT	MAXIMUM	
TITLE OF EACH CLASS OF	AMOUNT OF	OFFERING PRICE	
AGGREGATE	TO BE	PER SHARE	
SECURITIES TO BE REGISTERED	REGISTERED (1)		

OFFERING PRICE

FEE (2)

<S>	<C>	<C>	<C>	<C>
Common stock, \$0.01 par value..	\$9,200,000	\$2,300	287,500	\$32.00
=====				

</Table>

- (1) Includes up to 37,500 shares of common stock which the Underwriters have the option to purchase from the Company to cover over-allotments, if any.
- (2) \$2,263 of this registration fee will be paid in connection with the original filing of this Registration Statement on Form S-3 (File No. 333-66642); the remaining \$37 of the registration fee will be paid in connection with this filing.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

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This Registration Statement is being filed with respect to the registration of additional shares of the common stock, \$.01 par value per share, of TALX Corporation, a Missouri corporation, for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (Registration No. 333-63690) are incorporated in this Registration Statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

The registrant hereby certifies that it has instructed its bank to transmit to the Securities and Exchange Commission the applicable filing fee by wire transfer from its account to the Securities and Exchange Commission's account at Mellon Bank as soon as practicable, but in no event later than the close of business on August 3, 2001. The registrant further certifies that it will not revoke the instructions to make the wire transfer and that it has sufficient funds to cover the amount of the filing fee.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on this 2nd day of August, 2001.

TALX Corporation

By: /s/ Craig N. Cohen

-----  
Craig N. Cohen  
Vice President - Application Services and  
Software, Chief Financial Officer and Secretary

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

<Table>  
<Caption>

SIGNATURE	TITLE
DATE	-----
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<S>	<C>
/s/ WILLIAM W. CANFIELD * Executive Officer      August 2, 2001 ----- Executive Officer) William W. Canfield	Chairman, President, Chief and Director (Principal
/s/ RICHARD F. FORD* August 2, 2001 ----- Richard F. Ford	Director
/s/ CRAIG E. LEBARGE* August 2, 2001 ----- Craig E. LaBarge	Director
/s/ EUGENE M. TOOMBS* August 2, 2001 ----- Eugene M. Toombs	Director

/s/ M. STEVE YOAKUM\*  
August 2, 2001

Director

-----  
M. Steve Yoakum

/s/ CRAIG N. COHEN  
Services and August 2, 2001

Vice President - Application  
Software, Chief Financial  
Secretary (Principal Financial

-----  
Officer and  
Craig N. Cohen  
Officer)

/s/ L. KEITH GRAVES\*  
Controller August 2, 2001

Managing Director of Finance and  
(Principal Accounting Officer)

-----  
L. Keith Graves

\*By: /s/ CRAIG N. COHEN

-----  
Craig N. Cohen  
Attorney-in-fact

</Table>

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#### EXHIBIT INDEX

<Table>  
<Caption>

#### EXHIBIT

NUMBER	DESCRIPTION
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<S>	<C>
5.1*	Opinion of Bryan Cave LLP regarding the validity of the Common Stock
23.1	Consent of KPMG LLP
23.2	Consent of Bryan Cave LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included in signature page to Registration Statement No. 333-63690 on Form S-3 filed June 22, 2001)

</Table>

\*Previously filed.

## Independent Auditors' Consent

The Board of Directors  
TALX Corporation:

We consent to the use of our report incorporated by reference herein related to the consolidated balance sheets of TALX Corporation and subsidiaries as of March 31, 2000 and 2001, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended March 31, 2001.

We consent to the use of our report incorporated by reference herein related to the balance sheet of Ti3, Inc. as of March 31, 2001, and the related statements of earnings, stockholders' equity, and cash flows for the year then ended.

We also consent to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

St. Louis, Missouri  
August 2, 2001