

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

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FILER

TRX INC/GA

CIK: [1103025](#) | IRS No.: [582502748](#) | State of Incorporation: **GA** | Fiscal Year End: **1231**
Type: **S-8 POS** | Act: **33** | File No.: [333-128632](#) | Film No.: [13520917](#)
SIC: **7389** Business services, nec

Mailing Address

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SUITE 300
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-128630
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-128632

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TRX, INC.

(Name of Registrant as specified in its charter)

Georgia
(State or other jurisdiction
of incorporation)

58-2502748
(IRS Employer
Identification No.)

**2970 Clairmont Road, Suite 300
Atlanta, Georgia 30329
(404) 929-6100**

(Address and telephone number of principal executive offices and principal place of business)

**TRX, Inc. Employee Stock Purchase Plan
TRX, Inc. Omnibus Incentive Plan**
(Full Title of the Plans)

**David D. Cathcart
Chief Executive Officer
TRX, Inc.
2970 Clairmont Road, Suite 300
Atlanta, Georgia 30329
(404) 929-6100**

(Name address and telephone number of agent for service)

Copies to:
**Jeffrey K. Haidet, Esq.
McKenna Long & Aldridge LLP
303 Peachtree Street
Atlanta, Georgia 30308**

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 (Do not check if smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (File No. 333-128630; File No. 333-128632), is being filed to deregister unsold securities under the Registration Statements.

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 these Post-Effective Amendments No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the date indicated below.

TRX, INC.

(Registrant)

Date: January 9, 2013

By: /s/ David D. Cathcart

David D. Cathcart

President, Chief Executive Officer, Chief Financial Officer and
Treasurer

(Principal Executive Officer, Principal Financial Officer and
Principal Accounting Officer)

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David D. Cathcart</u> David D. Cathcart	Chief Executive Officer and Chief Financial Officer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	January 9, 2013
<u>/s/ Norwood H. ("Trip") Davis, III</u> Norwood H. ("Trip") Davis, III	Chairman of the Board and Director	January 9, 2013
<u>/s/ Johan G. Drechsel</u> Johan G. Drechsel	Director	January 9, 2013
<u>/s/ Mark R. Bell</u> Mark R. Bell	Director	January 9, 2013
<u>/s/ John F. Davis, III</u> John F. Davis, III	Director	January 9, 2013
<u>/s/ John A. Fentener van Vlissingen</u> John A. Fentener van Vlissingen	Director	January 9, 2013
<u>/s/ William A. Clement, Jr.</u> William A. Clement, Jr.	Director	January 9, 2013