

SECURITIES AND EXCHANGE COMMISSION

FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

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FILER

CAPSURE HOLDINGS CORP

CIK: **73313** | IRS No.: **341010356** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-3/A** | Act: **33** | File No.: **033-58874** | Film No.: **95535898**
SIC: **6331** Fire, marine & casualty insurance

Mailing Address
*TWO NORTH RIVERSIDE
PLAZA
CHICAGO IL 60606*

Business Address
*2 N RIVERSIDE PLZ STE 600
CHICAGO IL 60606
3128791900*

Registration No. 33-58874

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

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

CAPSURE HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

34-1010356
(I.R.S. Employer Identification No.)

Capsure Holdings Corp.
Two North Riverside Plaza
Chicago, IL 60606
(312) 454-0100
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

with copy to:

Kelly L. Stonebraker, Esq.
Capsure Holdings Corp.
Two North Riverside Plaza
Chicago, IL 60606
(312) 454-0100

David S. Stone, Esq.
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Suite 4200
Chicago, Illinois 60603
(312) 346-8000

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

De-Registration of Shares

DE-REGISTRATION

The Registrant initially registered with the Commission, pursuant to a Registration Statement on Form S-3 ("Registration Statement"), 407,041 shares of its common stock, par value \$0.05 per share ("Common Stock"). Warrants to purchase 44,444 shares of Common Stock were exercised and such number of shares

of Common Stock were issued, but remain unsold, under the Registration Statement. Accordingly, 362,597 shares of Common Stock have been registered but not sold under the Registration Statement.

The Registrant hereby amends the Registration Statement to de-register 362,597 shares of Common Stock, being all of the shares of Common Stock registered but not sold under the Registration Statement.

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 Amendment to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on April __, 1995.

CAPSURE HOLDINGS CORP.

By: _____
Bruce A. Esselborn
President (Principal
Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April __, 1995.

<TABLE>
<S>

Samuel Zell

Bruce A. Esselborn

Mary Jane Robertson

John S. Heneghan

Rod F. Dammeyer

Herbert A. Denton

Bradbury Dyer III

Talton R. Embry

Joe P. Kirby

<C>
Chairman of the Board, Chief Executive Officer
and Director

President and Director

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Controller
(Principal Accounting Officer)

Director

Director

Director

Director

Director

- ----- Dan L. Kirby	Director
- ----- Donald W. Phillips	Director
- ----- Sheli Z. Rosenberg	Director
- ----- L.G. Schafran	Director
- ----- Richard I. Weingarten	Director

*By -----
Sheli Z. Rosenberg, Attorney-in-Fact

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