

FLOW INTERNATIONAL CORP
Form POS AM
November 21, 2008

As filed with the Securities and Exchange Commission on September [___], 2008

Registration No. 333-125113

**United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 2
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Flow International Corporation
(Exact name of registrant as specified in its charter)

Washington

3569

91-1104842

(State or other jurisdiction of
incorporation or organization)

(Primary standard industrial
classification code number)

(IRS Employer
Identification No.)

Charles M. Brown, President and Chief Executive Officer
23500 64th Avenue South
Kent, WA 98032
(253) 850-3500

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

PTSGE Corp.
925 Fourth Avenue, #2900
Seattle, WA 98104
(206) 623-7580

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

Copies to:

Robert S. Jaffe, William Gleeson and Chris K. Visser
K&L Gates LLP
925 Fourth Avenue, Suite 2900
Seattle, WA 98104
(206) 623-7580

Approximate date of commencement of proposed sale to the public: Not applicable.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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:

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.

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

(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

This Registration Statement initially was filed on Form S-1 (File No. 333-125113) on May 20, 2005 by Flow International Corporation (the Company). Pre-effective amendments to the Registration Statement were filed on August 8, 2005, August 26, 2005, December 12, 2005 and February 8, 2006. The Registration Statement was declared effective by the Commission on February 22, 2006. The Registration Statement was subsequently amended on April 13, 2007 and was declared effective on April 18, 2007. Further, the Company filed 424(b)(3) filings on February 23, 2006, April 19, 2007 and April 26, 2007.

The offering contemplated by the Registration Statement has terminated. In accordance with the Company's undertakings in the Registration Statement pursuant to item 512(a)(3) of Regulation S-K, the Company is filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister, as of the effective date of this Post-Effective Amendment No. 2, all of the shares of the Company's common stock and shares of the Company's common stock that may be issued on the exercise of outstanding warrants, in each case as may be remaining unsold under the Registration Statement as of the date hereof. The Company's obligation to maintain the effectiveness of the Registration Statement was pursuant to a Registration Rights Agreement entered into in connection with a March 2005 Private Investment Public Equity transaction. This obligation has now expired; accordingly, the Company is requesting the removal from registration of these shares of common stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 the registrant certifies that it has duly caused this Amendment to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kent, State of Washington, on the 21st day of November, 2008.

FLOW INTERNATIONAL CORPORATION

By: */s/Charles M. Brown*
Charles M. Brown
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment to Registration Statement on Form S-1 has been signed by the following persons in the capacities indicated on November 21, 2008

Signature	Title
<i>/s/Charles M. Brown</i> Charles M. Brown	President and Chief Executive Officer, Director (Principal Executive Officer)
<i>/s/ Douglas P. Fletcher</i> Douglas P. Fletcher	Chief Financial Officer (Principal Financial and Accounting Officer)
<i>/s/ Arlen I. Prentice</i> Arlen I. Prentice	Chairman of the Board of Directors
<i>/s/ Richard P. Fox</i> Richard P. Fox.	Director
<i>/s/ Kathryn L. Munro</i> Kathryn L. Munro	Director
<i>/s/ J. Michael Ribaud</i> J. Matthew Ribaud	Director
<i>/s/ Lorenzo C. Lamadrid</i> Lorenzo C. Lamadrid	Director
<i>/s/ Larry A. Kring</i> Larry A. Kring	Director

/s/ Jerry L. Calhoun

Director

Jerry L. Calhoun