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KINGSWAY FINANCIAL SERVICES INC
Form S-8 POS
January 29, 2003

As filed with the Securities and Exchange Commission on January 29, 2003
Registration No.333-90040

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KINGSWAY FINANCIAL SERVICES INC.
(Exact Name of Registrant as Specified in its Charter)

Ontario
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer Identification
Number)

5310 Explorer Drive, Suite 200
Mississauga, Ontario L4W 5H8, Canada
(905) 629-7888
(Address, including Zip Code, of Registrant's Principal Executive Offices)

KINGSWAY FINANCIAL SERVICES INC. AMENDED AND RESTATED
STOCK OPTION PLAN
(Full Title of the Plan)

James R. Zuhlke
Kingsway America Inc.
1515 Woodfield Road, Suite 820
Schaumburg, Illinois 60173
(847) 619-7610
(Name, Address, and Telephone Number of Agent For Service)

Copies to:
Janet O. Love, Esq.
Lord, Bissell & Brook
115 South LaSalle Steet
Chicago, Illinois 60603
(312) 443-0700

POST-EFFECTIVE AMENDMENT

We are filing this post-effective amendment to terminate the Kingsway Financial Services Inc. Registration Statement on Form S-8, Registration No. 333-90040, originally filed with the Securities and Exchange Commission on June 3, 2002, and to deregister securities thereunder. Issuances under this

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registration statements have not been made. Accordingly, the Registrant hereby deregisters all shares of common stock under the registration statement. As there are no securities being registered herein, the sole purpose being to deregister, the disclosure requirements under the Securities Act of 1933 and the requirements for exhibits under Regulation S-K Item 601 are inapplicable to this filing.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mississauga, Province of Ontario, Country of Canada, on January 29, 2003.

KINGSWAY FINANCIAL SERVICES, INC.

By: /s/ William G. Star

William G. Star
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ William G. Star ----- William G. Star | Chairman, President and Chief Executive Officer (Principal Executive Officer) | January 29 |
| /s/ W. Shaun Jackson ----- W. Shaun Jackson | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | January 29 |
| * ----- David H. Atkins | Director | January 29 |
| * ----- John L. Beamish | Director | January 29 |
| * ----- James P. Corcoran | Director | January 29 |

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| | | |
|---|--|------------|
| * ----- Thomas A. Di Giacomo | Director | January 29 |
| 3 | | |
| * ----- Bernard Gluckstein | Director | January 29 |
| * ----- J. Brian Reeve | Director | January 29 |
| * ----- F. Michael Walsh | Director | January 29 |
| /s/ James R. Zuhlke ----- James R. Zuhlke | Director | January 29 |
| /s/ James R. Zuhlke ----- James R. Zuhlke | Authorized United States Representative | January 29 |

* The undersigned, by signing his name hereto, does hereby sign this Post-Effective Amendment No. 1 to the Registration Statement on behalf of the above-indicated persons pursuant to a power of attorney executed by each such person.

By: /s/ William G. Star

William G. Star
Chairman, President and
Chief Executive Officer