

DATATRAK INTERNATIONAL INC

Form POS AM

June 25, 2009

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As filed with the Securities and Exchange Commission on June 25, 2009

Registration No. 333-121993

**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

DATATRAK International, Inc.

(Exact name of Registrant as Specified in its Charter)

Ohio

(State or Other Jurisdiction of Incorporation or Organization)

34-1685364

(I.R.S. Employer Identification No.)

6150 Parkland Boulevard

Mayfield Heights, Ohio 44124

(440) 443-0082

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Copy To:

Arthur C. Hall, Esq.

Calfee, Halter & Griswold LLP

1400 KeyBank Center

800 Superior Avenue

Cleveland, Ohio 44114-2688

(216) 622-8200

Laurence P. Birch
Interim President and Interim Chief Executive
Officer
DATATRAK International, Inc.
6150 Parkland Boulevard
Mayfield Heights, Ohio 44124
(440) 443-0082

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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

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, 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act,

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check the following box.

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.

| | | | |
|---|---|--|---|
| Large Accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|---|---|--|---|

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the Post-Effective Amendment) relates to the Registration Statement on Form S-3, Registration No. 333-121993, filed by DATATRAK International, Inc. (the Registrant) on January 12, 2005 and which was amended on March 11, 2005 (the Registration Statement).

In accordance with the Registrant s undertaking in Part II, Item 17(a)(3) of the Registration Statement, by means of this Post-Effective Amendment, the Registrant is deregistering all securities registered under the Registration Statement which remain unsold as of the date of this Post-Effective Amendment.

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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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, State of Ohio, on this 25th day of June, 2009.

DATATRAK INTERNATIONAL, INC.

By: /s/ Laurence P. Birch
Laurence P. Birch
Interim President and Interim Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed below by the following persons in the capacities indicated on this 25th day of June, 2009.

| Signature | Title |
|--|---|
| /s/ Laurence P. Birch Laurence P. Birch | Interim President and Interim Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Raymond J. Merk Raymond J. Merk | Vice President of Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) |
| /s/ Timothy G. Biro Timothy G. Biro | Director |
| /s/ Seth B. Harris Seth B. Harris | Director |
| /s/ Jerome H. Kaiser Jerome H. Kaiser | Director |
| /s/ Robert M. Stote Robert M. Stote | Director |