

KESTREL ENERGY INC  
Form S-8 POS  
February 09, 2006

As filed with the Securities and Exchange Commission on February 9, 2006

Registration No. 333-51875

**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

**KESTREL ENERGY, INC.**

(Exact name of registrant as specified in its charter)

Colorado  
(State or other jurisdiction of incorporation or organization)

84-0772451  
(I.R.S. Employer Identification No.)

1726 Cole Boulevard, Suite 210  
Lakewood, Colorado 80401  
(303) 295-0344

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

Kestrel Energy, Inc.  
Amended and Restated  
Stock Option Plan

TIMOTHY L. HOOPS  
President  
Kestrel Energy, Inc.  
1726 Cole Boulevard, Suite 210  
Lakewood, Colorado 80401  
(303) 295-0344  
(303) 295-1961 Fax

With copies to:  
S. LEE TERRY, JR., ESQ.  
Davis Graham & Stubbs LLP  
1550 17<sup>th</sup> Street, Suite 500  
Denver, Colorado 80202  
(303) 892-9400  
(303) 893-1379 Fax

(Names, addresses, including zip codes, and telephone numbers, including area codes, of agent for service)

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-51875) (the "Registration Statement") of Kestrel Energy, Inc. (the "Company") pertaining to up to 250,000 shares of the Company's no par value common stock, under the Company's Amended and Restated Stock Option Plan, which was filed with the Securities and Exchange Commission and became effective on May 5, 1998. As of December 15, 2005, all of the shares previously registered under the Registration Statement had been issued.

On August 24, 2005, the Company filed a Form 15 with the Commission to effect the deregistration of its common stock. In accordance with the undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company registered but unsold 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lakewood, State of Colorado, on the 8th day of December, 2005.

KESTREL ENERGY, INC.

By: /s/ Timothy L. Hoops  
Timothy L. Hoops, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signatures</u>                            | <u>Title</u>   | <u>Date</u>       |
|--|--|-------------------|
| /s/ Timothy L. Hoop<br>Timothy L. Hoops      | President, Chief Executive<br>Officer, Principal Executive<br>Officer, Principal Financial and<br>Accounting Officer and<br>Director | December 8, 2005  |
| /s/ Robert J. Pett<br>Robert J. Pett         | Chairman of the Board  | December 8, 2005  |
| /s/ John T. Kopcheff<br>John T. Kopcheff     | Director   | December 8, 2005  |
| Kenneth W. Nickerson                         | Director   | December __, 2005 |
| Mark A.E. Syropoulo                          | Director   | December __, 2005 |
| /s/ Neil T. MacLachlan<br>Neil T. MacLachlan | Director   | December 8, 2005  |