

MATRIX SERVICE CO  
Form POS AM  
July 09, 2007

As filed with the Securities and Exchange Commission on July 9, 2007

Registration No. 333-125107

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**MATRIX SERVICE COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**73-1352174**  
(I.R.S. Employer  
Identification Number)

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**10701 E. Ute Street**

**Tulsa, Oklahoma 74116-1517**

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

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**George L. Austin**

**10701 E. Ute Street**

**Tulsa, Oklahoma 74116-1517**

**(918) 838-8822**

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

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***WITH COPIES TO:***

**Mark D. Berman, Esq.**

**Conner & Winters, LLP**

**4000 One Williams Center**

**Tulsa, Oklahoma 74172-0148**

**(918) 586-5711**

**(918) 586-8548 (Facsimile)**

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Approximate date of commencement of proposed sale of the securities to the public: **Not applicable** **deregistration of unsold securities**

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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, other than securities offered only in connection with dividend or interest reinvestment plans, please 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, 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, check the following box. "

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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**DEREGISTRATION OF SECURITIES**

On May 20, 2005, Matrix Service Company (the Company) filed a registration statement on Form S-3 (No. 333-125107) (the Registration Statement) for purposes of registering for resale a total of up to 6,668,449 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), issuable upon conversion of convertible notes sold in a private placement on April 22, 2005. On June 10, 2005, the Company filed an amendment to the Registration Statement and, on June 17, 2005, the Securities and Exchange Commission declared the Registration Statement effective. Pursuant to the terms of the Registration Rights Agreement that required the Company to file the Registration Statement, the Company is no longer required to keep the Registration Statement effective. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to formally deregister, as of the date hereof, all of the shares of common stock that remain unsold under the Registration Statement as of the date hereof.

**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 the requirements for filing on Form S-3, and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Tulsa, the State of Oklahoma, on July 9, 2007.

Matrix Service Company

By /s/ George L. Austin  
 George L. Austin  
 Chief Financial Officer and  
 Principal Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, 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/ Michael J. Bradley  |   | June 27, 2007 |
| Michael J. Bradley      | President and Chief Executive Officer<br>(Principal Executive Officer) and Director                                     |               |
| /s/ George L. Austin    |   | July 9, 2007  |
| George L. Austin        | Vice President Finance and Chief Financial<br>Officer (Principal Financial Officer and<br>Principal Accounting Officer) |               |
| /s/ Michael J. Hall*    | Chairman of the Board of Directors  | July 9, 2007  |
| Michael J. Hall         |   |               |
| /s/ I. E. (Ed) Hendrix* | Director  | July 9, 2007  |
| I. E. (Ed) Hendrix      |   |               |
| /s/ Tom E. Maxwell*     | Director  | July 9, 2007  |
| Tom E. Maxwell          |   |               |
| /s/ Paul K. Lackey*     | Director  | July 9, 2007  |

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Paul K. Lackey

/s/ David J. Tippeconnic

Director

June 27, 2007

David J. Tippeconnic

\*By: /s/ George L. Austin

July 9, 2007

George L. Austin

Attorney-in Fact