

BLUEGREEN CORP  
Form S-8 POS  
August 04, 2011

As filed with the Securities and Exchange Commission on August 4, 2011

Registration No. 333-64659

**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  
BLUEGREEN CORPORATION**

(Exact name of registrant as specified in its charter)

**Massachusetts**

**03-0300793**

(State or other jurisdiction of  
incorporation or organization)

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

**4960 Conference Way North,  
Suite 100  
Boca Raton, Florida**

**33431**

(Address of Principal Executive  
Offices)

(Zip Code)

**Bluegreen Corporation Retirement Savings Plan  
Bluegreen Corporation 1995 Stock Incentive Plan  
Bluegreen Corporation 1998 Non-Employee Director Stock Option Plan**

(Full title of the plan)

**Anthony M. Puleo  
Bluegreen Corporation  
4960 Conference Way North, Suite 100  
Boca Raton, Florida 33431**

(Name and address of agent for service)

**(561) 912-8270**

(Telephone number, including area code, of agent for service)

**With a copy to:  
Alison W. Miller  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
(305) 789-3200**

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.

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

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-64659) (the Registration Statement ) of Bluegreen Corporation (the Company ), which was filed with the Securities and Exchange Commission and became effective on September 29, 1998. The Registration Statement registered an aggregate of 3,000,000 shares of the Company's common stock to be offered and sold pursuant to the Bluegreen Corporation Retirement Savings Plan (the Retirement Plan ), the Bluegreen Corporation 1995 Stock Incentive Plan and the Bluegreen Corporation 1998 Non-Employee Director Stock Option Plan. The Registration Statement also registered an indeterminate amount of interests to be offered and sold pursuant to the Retirement Plan (the Retirement Plan Interests ).

The Company has ceased offering its common stock as an investment option under the Retirement Plan. Accordingly, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to withdraw the Retirement Plan from the Registration Statement and to deregister the Retirement Plan Interests issuable under the Registration Statement as of the date hereof.

The Company is also amending the Registration Statement to include a new power of attorney as Exhibit 24.1, which shall replace and supersede for all purposes the power of attorney that was previously filed as Exhibit 24.1 to the Registration Statement.

Except as expressly amended as set forth above, the Registration Statement shall not be affected by this Post Effective Amendment No. 1 to the Registration Statement and shall remain in full force and effect.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
24.1	Power of Attorney (set forth on the signature page hereto)

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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-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida on August 4, 2011.

**BLUEGREEN CORPORATION**

By: /s/ Anthony M. Puleo  
Anthony M. Puleo,  
Senior Vice President, Chief Financial  
Officer and Treasurer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John M. Maloney, Jr. and Anthony M. Puleo, and each of them acting alone, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all further amendments to the Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission granting unto said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
/s/ John M. Maloney, Jr.	President and Chief Executive Officer	August 4, 2011
John M. Maloney, Jr.		
/s/ Anthony M. Puleo	Senior Vice President, Chief Financial Officer and Treasurer	August 4, 2011
Anthony M. Puleo		
/s/ Raymond S. Lopez	Senior Vice President and Chief Accounting Officer	August 4, 2011
Raymond S. Lopez		
/s/ Alan B. Levan	Chairman of the Board	August 4, 2011
Alan B. Levan		

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<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
/s/ John E. Abdo	Vice Chairman of the Board	August 4, 2011
John E. Abdo		
/s/ James R. Allmand, III	Director	August 1, 2011
James R. Allmand, III		
/s/ Norman H. Becker	Director	August 4, 2011
Norman H. Becker		
/s/ Lawrence A. Cirillo	Director	August 4, 2011
Lawrence A. Cirillo		
/s/ Mark A. Nerenhausen	Director	August 1, 2011
Mark A. Nerenhausen		
/s/ Arnold Sevell	Director	August 4, 2011
Arnold Sevell		
/s/ Orlando Sharpe	Director	August 1, 2011
Orlando Sharpe		