

CPI AEROSTRUCTURES INC  
Form POS AM  
April 30, 2012

**As filed with the Securities and Exchange Commission on April 30, 2012**

**Registration No. 333-175732**

**UNITED STATES**

**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**

---

**CPI AEROSTRUCTURES, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

New York 11-2520310  
*(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification Number)*

**91 Heartland Boulevard**

**Edgewood, New York 11717**

**(631) 586-5200**

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

**Edward J. Fred**

**President and Chief Executive Officer**

**CPI Aerostructures, Inc.**

**91 Heartland Boulevard**

**Edgewood, New York 11717**

**(631) 586-5200**

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

*Copies to:*

**David Alan Miller, Esq.**

**Graubard Miller**

**405 Lexington Avenue, 19<sup>th</sup> Floor**

**New York, New York 10174**

**Telephone: (212) 818-8800**

**Fax: (212) 818-8881**

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, 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)



## **TERMINATION OF REGISTRATION**

On July 22, 2011, CPI Aerostructures, Inc. (the "Company") filed a Registration Statement on Form S-3 (File No. 333-175732) (the "Registration Statement"), covering (a) the offering by the Company of an aggregate of \$20,000,000 of (i) its common stock, par value \$0.001 per share, (ii) its preferred stock, par value \$0.001 per share, (iv) its debt securities, (iii) warrants to purchase any of the other securities covered by the Registration Statement, and (v) units comprised of any of the other securities covered by the Registration Statement and (b) the offering by selling shareholders of 200,000 shares of the Company's common stock.

The Company has terminated the offering of its securities and the selling shareholders have terminated the offering of their shares of common stock pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment.

**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 to be signed on its behalf by the undersigned, thereunto duly authorized, in Edgewood, New York, on April 30, 2012.

CPI AEROSTRUCTURES, INC.

By: /s/ Edward J. Fred  
 Name: Edward J. Fred  
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
By: * Eric Rosenfeld	Chairman of the Board	April 30, 2012
By: /s/ Edward J. Fred Edward J. Fred	President, Chief Executive Officer and Director (Principal Executive Officer)	April 30, 2012
By: /s/ Vincent Palazzolo Vincent Palazzolo	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 30, 2012
By: * Harvey J. Bazaar	Director	April 30, 2012
By: * Kenneth McSweeney	Director	April 30, 2012
By: * Walter Paulick	Director	April 30, 2012

\* By Edward J. Fred, by power of attorney.