

ORIGEN FINANCIAL INC  
Form POS AM  
December 30, 2008

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As filed with the Securities and Exchange Commission on December 30, 2008

**Registration No. 333-112520**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to  
FORM S-11  
FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933  
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

**ORIGEN FINANCIAL, INC.**

**(Exact name of registrant as specified in governing instruments)**

27777 Franklin Road, Suite 1700  
Southfield, Michigan 48034  
(248) 746-7000

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

Ronald A. Klein, Chief Executive Officer  
Origen Financial, Inc.  
27777 Franklin Road, Suite 1700  
Southfield, Michigan 48034  
(248) 746-7000

(Name, address, including ZIP code, and telephone number, including area code, of agent for service)

*with copies to:*

Matthew Murphy, Esq.  
Kristin Horton, Esq.  
Jaffe, Raitt, Heuer & Weiss, P.C.  
27777 Franklin Road, Suite 2500  
Southfield, Michigan 48034  
(248) 351-3000

Approximate date of commencement of proposed sale to public: N/A

If any 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, 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 post-effective amendment filed pursuant to Rule 462(d) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please 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. (Check one):

Large accelerated  
filer o

Accelerated filer p

Non-accelerated filer o  
(Do not check if a smaller reporting  
company)

Smaller reporting  
company o

**This Post-Effective Amendment No. 1 to Form S-11 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission, acting pursuant to Section 8(c), shall determine.**

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**SIGNATURES**

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**DEREGISTRATION OF SECURITIES**

Origen Financial, Inc., a Delaware corporation (the Registrant ), filed with the U.S. Securities and Exchange Commission (the Commission ) a registration statement on Form S-11 (File No. 333-112520), as amended (the Registration Statement ). The Registration Statement was declared effective by the Commission on May 5, 2004.

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the securities previously registered on the Registration Statement that remain unsold as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration.

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant, Origen Financial, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 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 Southfield, State of Michigan, on this 30<sup>th</sup> day of December, 2008.

ORIGEN FINANCIAL, INC.  
(registrant)

By: /s/ Ronald A. Klein  
Ronald A. Klein, Chief Executive  
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, 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.

| <b>Signature</b>            | <b>Title</b>                                    | <b>Date</b>       |
|-----------------------------|---|-------------------|
| /s/ Ronald A. Klein         | Chief Executive Officer and<br>Director         | December 30, 2008 |
| Ronald A. Klein             | (Principal Executive Officer)                   |                   |
| /s/ W. Anderson Geater, Jr. | Chief Financial Officer                         | December 30, 2008 |
| W. Anderson Geater, Jr.     | (Principal Financial and<br>Accounting Officer) |                   |
| /s/ Paul A. Halpern         | Director  | December 30, 2008 |
| Paul A. Halpern             |   |                   |
| /s/ Gary A. Shiffman        | Director  | December 30, 2008 |
| Gary A. Shiffman            |   |                   |
| /s/ Richard Rogel           | Director  | December 30, 2008 |
| Richard Rogel               |   |                   |
| /s/ Robert S. Sher          | Director  | December 30, 2008 |
| Robert S. Sher              |   |                   |
| /s/ Michael J. Wechsler     | Director  | December 30, 2008 |
| Michael J. Wechsler         |   |                   |

/s/ Jonathan S. Aaron

Director

December 30, 2008

Jonathan S. Aaron