

CNA SURETY CORP
Form S-8 POS
June 14, 2011

Registration No. 333-37207

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Post-Effective Amendment No. 2 to FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933
CNA SURETY CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4144905
(I.R.S. Employer
Identification No.)

333 South Wabash Avenue
Chicago, Illinois 60604
(312) 822-5000

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

**CNA Surety Corporation Replacement Stock Option Plan
CNA Surety Corporation 1997 Long-Term Equity Compensation Plan**
(each plan as amended or restated from time to time)

(Full titles of the plans)
Rosemary Quinn
CNA Surety Corporation
333 South Wabash Avenue
Chicago, Illinois 60604-4107
Telephone: (312) 822-5000

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

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

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (Post-Effective Amendment), filed by CNA Surety Corporation, a Delaware corporation (the Registrant), removes from registration all shares of the Registrant s common stock, par value \$0.01 per share (Common Stock), registered under the Registration Statement on Form S-8 (File Number 333-37207) filed by the Registrant on October 3, 1997, as amended on December 21, 2006 (the Registration Statement) with the Securities and Exchange Commission pertaining to the registration of shares of Common Stock relating to the CNA Surety Corporation 1997 Long-Term Equity Compensation Plan and the CNA Surety Corporation Replacement Stock Option Plan.

On June 10, 2011, Surety Acquisition Corporation, a Delaware corporation (Merger Sub) and the owner of more than 90% of the outstanding shares of Common Stock, merged with and into the Registrant (the Merger) pursuant to the short form merger provisions of Section 253 of the General Corporation Law of the State of Delaware, with the Registrant as the surviving corporation. As a result of the Merger, the Registrant became a wholly owned indirect subsidiary of CNA Financial Corporation, a Delaware corporation.

As a result of the Merger, the Registrant has terminated all offerings of its Common Stock pursuant to the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all of such securities of the Registrant registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 13th day of June 2011.

CNA SURETY CORPORATION

By: /s/ Rosemary Quinn

Name Rosemary Quinn

Title: Senior Vice President, General
Counsel and Secretary

Note: No other person is required to sign this Post-Effective Amendment No. 2 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.