

STERLING CONSTRUCTION CO INC
Form S-8 POS
May 13, 2009

As filed with the Securities and Exchange Commission on May 13, 2009

Registration No. 033-83040

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

STERLING CONSTRUCTION COMPANY, INC.
(Formerly known as Oakhurst Capital, Inc.)
(Exact name of registrant as specified in its charter)

Delaware 25-1655321
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

20810 Fernbush Lane
Houston, Texas 77073
(Address of principal executive offices) (Zip Code)

1994 Omnibus Stock Plan
1994 Non-Employee Director Stock Option Plan
(Full title of the plan)

Roger M. Barzun
General Counsel
20810 Fernbush Lane
Houston, Texas 77073
(Name and address of agent for service)
(281) 821-9091

(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 (Do not check if a smaller reporting company)
 Smaller reporting company
-

Explanatory Note

Pursuant to a registration statement on Form S-8 (Registration No. 033-83040) Sterling Construction Company, Inc. (then known as Oakhurst Capital, Inc.) (the "Company") registered 450,000 shares of its common stock, \$0.01 par value per share, issuable pursuant to its 1994 Omnibus Stock Plan and its 1994 Non-Employee Director Stock Option Plan (the "Plans.")

All options granted under the Plans have either expired or been exercised, and no more stock options or stock grants will be made under the Plans. Pursuant to an undertaking made by the Company in the registration statement, the Company is filing this Post-Effective Amendment No. 1 for the purpose of removing from registrations those shares of common stock not issued under the Plans.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas on May 13, 2009.

Sterling Construction Company, Inc.

By:/s/ Patrick T. Manning
Patrick T. Manning
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.

| Signature | Title | Date |
|---|---|--------------|
| / s / P a t r i c k T . M a n n i n g Patrick T. Manning | Chairman of the Board of Directors; Chief Executive Officer (principal executive officer) | May 13, 2009 |
| / s / J o s e p h P . H a r p e r , Sr. Joseph P. Harper, Sr. | President & Chief Operating Officer; Director | May 13, 2009 |
| / s / J a m e s H . A l l e n , Jr. James H. Allen, Jr. | Senior Vice President & Chief Financial Officer; (principal accounting and principal financial officer) | May 13, 2009 |
| / s / M a a r t e n D . H e m s l e y Maarten D. Hemsley | Director | May 13, 2009 |
| / s / J o h n D . A b e r n a t h y John D. Abernathy | Director | May 13, 2009 |
| / s / R o b e r t W . F r i c k e l Robert W. Frickel | Director | May 13, 2009 |
| / s / D o n a l d P . F u s i l l i , Jr. Donald P. Fusilli, Jr. | Director | May 13, 2009 |
| | Director | May 13, 2009 |

/ s / C h r i s t o p h e r H . B .
Mills
Christopher H. B. Mills

/ s / M i l t o n L .Director
Scott
Milton L. Scott

May 13, 2009

/ s / D a v i d R . A .Director
Steadman
David R. A. Steadman

May 13, 2009