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ST FRANCIS CAPITAL CORP
Form S-8 POS
December 10, 2003

As filed with the Securities and Exchange Commission on December 10, 2003
Registration No. 33-70012

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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

ST. FRANCIS CAPITAL CORPORATION
(Exact name of registrant as
specified in its charter)

| | |
|--|---------------------|
| WISCONSIN | 39-1747461 |
| (State or Other Jurisdiction | (I.R.S. Employer |
| of Incorporation or Organization) | Identification No.) |
| 13400 BISHOPS LANE, SUITE 350, | |
| BROOKFIELD, WISCONSIN 53005-6203 | |
| (Address, including zip code of registrant's principal executive office) | |

ST. FRANCIS CAPITAL CORPORATION
1993 INCENTIVE STOCK OPTION PLAN
1993 STOCK OPTION PLAN FOR OUTSIDE DIRECTORS
(Full title of the plans)

MICHAEL JANSSEN
MAF BANCORP, INC.
55TH & HOLMES
CLARENDON HILLS, ILLINOIS 60514
(630) 986-7544
(Name, address and telephone number, including area code,
of agent for service)

Copies to:
JENNIFER R. EVANS, ESQ.
ROBYN B. GOLDMAN, ESQ.
VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.
222 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60601
(312) 609-7500

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

On September 29, 1993, St. Francis Capital Corporation, a Wisconsin corporation ("St. Francis"), filed with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-8 (File No. 33-70012) (the "Registration Statement") registering a total of 1,401,850 shares of its common stock, par value \$1.00 per share (as adjusted to reflect St. Francis' 2-for-1 stock split that occurred in April 1999), for issuance and sale pursuant to the

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St. Francis Capital Corporation 1993 Incentive Stock Option Plan and 1993 Stock Option Plan for Outside Directors (the "Plans"). Of the shares of common stock initially registered, 328,874 shares were not issued pursuant to the Plans.

As a result of St. Francis' merger into MAF Bancorp, which became effective December 1, 2003, all outstanding shares of common stock of St. Francis were converted into the right to receive shares of MAF Bancorp common stock and all outstanding options to purchase St. Francis common stock granted pursuant to the Plans were either cancelled or converted into options to purchase MAF Bancorp common stock. Accordingly, shares of St. Francis common stock may no longer be issued pursuant to the Plans. This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the 328,874 shares of common stock of St. Francis formerly available for issuance under the Plans and registered under the Registration Statement.

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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 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 Village of Clarendon Hills, State of Illinois, on this 10th day of December, 2003.

MAF BANCORP, INC., AS SUCCESSOR BY
MERGER TO ST. FRANCIS CAPITAL CORPORATION

By: /s/ Allen H. Koranda

Allen H. Koranda
Chairman of the Board and
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 date indicated.

| Name ---- | Title ----- | Date ---- |
|---|---|--------------|
| /s/ Allen H. Koranda ----- Allen H. Koranda | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | December 10 |
| /s/ Kenneth Koranda ----- Kenneth Koranda | President and Vice Chairman of the Board | December 10 |

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/s/ Jerry A. Weberling

Jerry A. Weberling

Executive Vice President,
Chief Financial Officer and Director
(Principal Financial Officer)

December 10

/s/ Christine Roberg

Christine Roberg

First Vice President and Controller
(Principal Accounting Officer)

December 10

/s/ Robert Bowles, M.D.

Robert Bowles, M.D.

Director

December 10

/s/ David C. Burba

David C. Burba

Director

December 10

/s/ Terry Ekl

Terry Ekl

Director

December 10

/s/ Harris W. Fawell

Harris W. Fawell

Director

December 10

/s/ Joe F. Hanauer

Joe F. Hanauer

Director

December 10

/s/ Barbara L. Lamb

Barbara L. Lamb

Director

December 10

/s/ Thomas R. Perz

Thomas R. Perz

Director

December 10

/s/ Raymond Stolarczyk

Raymond Stolarczyk

Director

December 10

/s/ F. William Trescott

F. William Trescott

Director

December 10

/s/ Lois B. Vasto

Lois B. Vasto

Director

December 10

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/s/ Andrew J. Zych

Director

December 10

Andrew J. Zych