

ZENITH NATIONAL INSURANCE CORP (ZNT)

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S-8 POS

Post-effective amendment to a S-8 registration statement
Filed on 5/24/2010



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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

ZENITH NATIONAL INSURANCE CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

95-2702776
(IRS Employer Identification No.)

21255 Califa Street
Woodland Hills, California 91367
(Address of Principal Executive Offices) (Zip Code)

Zenith National Insurance Corp. 2007 Employee Stock Purchase Plan
(Full Title of the Plan)

Michael E. Jansen
Zenith National Insurance Corp.
21255 Califa Street
Woodland Hills, California 91367
(Name and Address Of Agent For Service)

(818) 713-1000
(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 definition 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 smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

On June 5, 2007, Zenith National Insurance Corp. (the "Registrant") filed Registration Statement No. 333-143511 on Form S-8 (the "Registration Statement") pursuant to which the Registrant registered the offering of 500,000 shares of its common stock, par value \$1.00 per share (the "Common Stock") under the Zenith National Insurance Corp. 2007 Employee Stock Purchase Plan (the "Stock Purchase Plan").

On May 20, 2010, pursuant to the Agreement and Plan of Merger dated as of February 17, 2010, among Fairfax Financial Holding Limited, a Canadian corporation ("Parent"), Fairfax Investments II USA Corp., a Delaware corporation and an indirect wholly owned subsidiary of Parent ("Merger Sub"), and the Registrant, Merger Sub merged with and into the Registrant with the Registrant continuing as the surviving corporation and an indirect wholly owned subsidiary of Parent (the "Merger"). As a result of the Merger, the Registrant has terminated all offerings of Common Stock pursuant to its existing registration statements, including the Registration Statement. Shares of Common Stock will no longer be offered or sold under the Stock Purchase Plan. 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 shares of Common Stock that remain unsold at the termination of the offering, the Registrant hereby removes from registration all shares of its Common Stock previously authorized under the Registration Statement to be offered or sold by the Registrant under the Stock Purchase Plan and that remained unsold as of the effective time of the Merger.

This Post-Effective Amendment No. 1 is being filed in accordance with the requirements of Item 512(a)(3) of Regulation S-K.

SIGNATURE

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 Woodland Hills, State of California, on this 24th day May, 2010.

ZENITH NATIONAL INSURANCE CORP.

By: Michael E. Jansen

Michael E. Jansen
Executive Vice President and General Counsel