

ADA-ES INC  
Form POS AM  
July 02, 2010

As filed with the Securities and Exchange Commission on July 2, 2010

Registration No. 333-131085

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

**to**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER THE SECURITIES ACT OF 1933*

**ADA-ES, INC.**

*(Exact name of registrant as specified in its charter)*

**Colorado**  
*(State or other jurisdiction of incorporation or organization)*

**8100 SouthPark Way, Unit B, Littleton, Colorado 80120**

**84-1457385**

*(I.R.S. Employer Identification No.)*

**(303) 734-1727**

*(Address, Including Zip Code, and Telephone Number, Including Area Code,*

*of Registrant's Principal Executive Offices)*

**Mark H. McKinnies**

**8100 SouthPark Way, Unit B, Littleton, Colorado 80120**

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(303) 734-1727

*(Name, Address, Including Zip Code, and Telephone Number, Including Area*

*Code, of Agent For Service)*

*Copies to:*

**Julie A. Herzog, Esq.**

**SCHUCHAT, HERZOG & BRENNAN, LLC**

**1900 Wazee Street, Suite 300**

**Denver, CO 80202**

**(303) 295-9700**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the 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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

ADA-ES, Inc. (the Registrant ) is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-3 (File No. 333-131085) (the Registration Statement ) to deregister the shares of the Registrant s common stock, no par value (the Shares ), registered with the Securities and Exchange Commission on the Registration Statement that have not been resold. The Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister the Shares because the Registrant s obligation to keep the Registration Statement effective pursuant to the terms of the Registrant s Subscription and Registration Rights Agreements with the selling shareholders identified in the prospectus included in the Registration Statement has expired. The Registrant hereby terminates the effectiveness of the Registration Statement and deregisters all of the Shares registered on the Registration Statement that were not resold thereunder as of the date hereof.

**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-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Littleton, State of Colorado, on July 2, 2010.

**ADA-ES, INC.**

By: /s/ MARK H. MCKINNIES  
**Mark H. McKinnies**  
**Senior Vice President and Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to 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/ MICHAEL D. DURHAM  <b>Michael D. Durham</b>	President, Director  (Principal Executive Officer)	July 2, 2010
/s/ MARK H. MCKINNIES  <b>Mark H. McKinnies</b>	Senior Vice President, Chief Financial Officer and Director  (Principal Accounting and Financial Officer)	July 2, 2010
/s/ ROBERT N. CARUSO  <b>Robert N. Caruso</b>	Director	July 2, 2010
/s/ JOHN W. EAVES  <b>John W. Eaves</b>	Director	July 2, 2010
/s/ DEREK C. JOHNSON  <b>Derek C. Johnson</b>	Director	July 2, 2010
/s/ RONALD B. JOHNSON  <b>Ronald B. Johnson</b>	Director	July 2, 2010
/s/ W. PHILLIP MARCUM  <b>W. Phillip Marcum</b>	Director	July 2, 2010
/s/ JEFFREY C. SMITH  <b>Jeffrey C. Smith</b>	Director	July 2, 2010
/s/ RICHARD J. SWANSON  <b>Richard J. Swanson</b>	Director	July 2, 2010