

BankUnited, Inc.  
Form POS AM  
March 08, 2012

As filed with the Securities and Exchange Commission on March 8, 2012

Registration No. 333-175530

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

## Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## BankUnited, Inc.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**6035**  
(Primary Standard Industrial  
Classification Code Number)

**27-0162450**  
(IRS Employer  
Identification Number)

14817 Oak Lane

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**Miami Lakes, FL 33016**

**(305) 569-2000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**John A. Kanas**

**Chairman, President and Chief Executive Officer**

**14817 Oak Lane**

**Miami Lakes, FL 33016**

**(305) 569-2000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**Copies to:**

**William S. Rubenstein, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**4 Times Square**

**New York, New York 10036**

**(212) 735-3000**

**Not Applicable**

**Approximate Date of Commencement of Proposed Sale to the Public:**

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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 of 1933, as amended (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 post-effective amendment filed pursuant to Rule 462(d) 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:

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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)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

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**PART II**

**EXPLANATORY NOTE**

In accordance with the undertaking of BankUnited, Inc. set forth in the registration statement on Form S-4 (the *Registration Statement*), File No. 333-175530, declared effective on November 14, 2011, BankUnited, Inc. is filing this Post-Effective Amendment No. 1 to deregister an aggregate of 161,953 shares of its common stock, par value \$0.01 per share (the *Common Stock*), previously registered under the Securities Act of 1933, as amended, pursuant to the *Registration Statement* and issuable to the holders of Herald National Bank (*Herald*) common and preferred stock in connection with the merger (the *Merger*) of a direct, wholly-owned subsidiary of BankUnited, Inc. with and into Herald, with Herald surviving as a wholly-owned subsidiary of BankUnited, Inc.

Pursuant to the *Registration Statement*, 1,838,013 shares of Common Stock were registered. Upon completion of the *Merger* on February 29, 2012, BankUnited, Inc. issued a total of 1,676,060 shares of Common Stock to former shareholders of Herald. Therefore, in accordance with its undertaking set forth in the *Registration Statement*, BankUnited, Inc. hereby removes from registration the remaining 161,953 shares of Common Stock previously registered on the *Registration Statement*.

**Item 21.**                    *Exhibits and Financial Statement Schedules*

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>	<b>Location</b>
24.1	Power of Attorney	Previously filed on the signature page to BankUnited, Inc.'s <i>Registration Statement</i> on Form S-4 filed July 13, 2011

**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 this Post-Effective Amendment to the Registration Statement on Form S-4 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami Lakes, State of Florida, on March 8, 2012.

**BANKUNITED, INC.**

By: */s/ John A. Kanas*  
 John A. Kanas  
 Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<i>/s/ John A. Kanas</i> John A. Kanas	Chairman, President and Chief Executive Officer (Principal Executive Officer) and Director	March 8, 2012
<i>/s/ Douglas J. Pauls</i> Douglas J. Pauls	Chief Financial Officer (Principal Financial and Accounting Officer)	March 8, 2012
* John Bohlsen	Vice Chairman, Chief Lending Officer and Director	March 8, 2012
* Chinh E. Chu	Director	March 8, 2012
* Ambassador Sue M. Cobb	Director	March 8, 2012
* Eugene F. DeMark	Director	March 8, 2012
* Richard S. LeFrak	Director	March 8, 2012
* Wilbur L. Ross, Jr.	Director	March 8, 2012
* Pierre Olivier Sarkozy	Director	March 8, 2012
* 	Director	March 8, 2012

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Lance N. West

\*By: /s/ John A. Kanas  
Attorney-in-fact