

RADIANT LOGISTICS, INC  
Form S-8 POS  
October 02, 2012

As filed with the Securities and Exchange Commission on October 2, 2012

Registration No. 333-179869

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

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**RADIANT LOGISTICS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation or Organization)

**04-3625550**

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

**405 114th Avenue, S.E., Third Floor**

**Bellevue, Washington 98004**

(Address, including Zip Code, of Registrant's Principal Executive Offices)

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**The Radiant Logistics, Inc. 2005 Stock Incentive Plan**

(Full Title of the Plan)

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**Bohn H. Crain**

**Chief Executive Officer**

**Radiant Logistics, Inc.**

**405 114<sup>th</sup> Avenue, S.E., Third Floor**

**Bellevue, Washington 98004**

**(425) 943-4599**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copies to:

**Stephen M. Cohen, Esquire**

**Stephen R. Brill, Esquire**

**Fox Rothschild LLP**

**2000 Market Street, 20<sup>th</sup> Floor**

**Philadelphia, Pennsylvania 19103**

## EXPLANATORY NOTE

On March 2, 2012, the registrant filed a registration statement on Form S-8 (File No. 333-179869) (the “Registration Statement”). The registrant is filing this Post-Effective Amendment No. 1 (“Amendment No. 1”) to the Registration Statement for the sole purpose of including the consent of Travis Wolff, LLP. The consent is filed herewith as Exhibit 23.3. Except as otherwise stated herein, no other information contained in the Registration Statement has been updated by this Amendment No. 1.

## PART II

### Item 8. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
4.1	Radiant Logistics, Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the registrant’s quarterly report on Form 10-QSB, filed with the Commission on November 14, 2005)
5.1	Opinion of Fox Rothschild LLP (filed previously)
23.1	Consent of Peterson Sullivan LLP (filed previously)
23.2	Consent of Fox Rothschild LLP (included in Ex. 5.1)
23.3	Consent of Travis Wolff, LLP
24	Power of Attorney (filed previously)

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/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lawrenceville, State of New Jersey on the 2<sup>nd</sup> day of October, 2012.

RADIANT LOGISTICS,  
INC.

By: /s/ Bohn H. Crain  
Bohn H. Crain  
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:

Date: October 2, 2012 By: /s/ Bohn H. Crain  
Bohn H. Crain  
Chairman and Chief Executive Officer

Date: October 2, 2012 By: /s/ Todd Macomber  
Todd Macomber  
Senior Vice President and Chief Financial Officer

Date: October 2, 2012 By: \*  
Stephen P. Harrington  
Director

Date: October 2, 2012 By: \*  
Jack Edwards  
Director

\*By: /s/ Bohn H. Crain  
Bohn H. Crain

Attorney-in-Fact



**EXHIBIT INDEX**

**Exhibit Number Description**

23.3 Consent of Travis Wolff, LLP