

Neuro-Hitech, Inc.  
Form S-8 POS  
July 01, 2009

Registration No. 333-145241

UNITED STATES  
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

NEURO-HITECH, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

20-4121393  
(I.R.S. Employer Identification No.)

16255 Aviation Loop Drive  
Brooksville, FL 34604  
(Address of Principal Executive Offices)

David Ambrose  
Chief Executive Officer  
16255 Aviation Loop Drive  
Brooksville, FL 34604  
(Name and address of agent for service)

(352) 754-8587  
(Telephone number, including area code, of agent for service)

Copy to:

Jeffrey E. Jordan, Esq.  
Arent Fox LLP  
1050 Connecticut Avenue, N.W.  
Washington, DC 20036-5339  
(202) 857-6000

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)

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DEREGISTRATION OF SECURITIES

Neuro-Hitech, Inc. (the "Company") is filing with the Securities and Exchange Commission (the "SEC") this Post-Effective Amendment No. 1 in connection with the Form S-8 Registration Statement No. 333-145241, filed with the SEC on August 8, 2007 (the "Registration Statement"), pursuant to which the Company registered 2,750,000 shares of common stock, par value \$0.001 per share, for issuance under the 2006 Incentive Stock Plan and 2006 Non-Employee Directors Stock Option Plan. This Post-Effective Amendment No. 1 to the Registration Statement is being filed solely to deregister any and all securities previously registered under the Registration Statement that remain unsold.

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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 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on this 1st day of July 2009.

NEURO-HITECH, INC.

By: */s/ David Barrett*  
David Barrett  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated.

SIGNATURE	TITLE	DATE
<i>/s/ David Ambrose</i> David Ambrose	President, Chief Executive Officer and Director	July 1, 2009
<i>/s/ David Barrett</i> David Barrett	Chief Financial Officer	July 1, 2009
<i>/s/ John Abernathy*</i> John Abernathy	Director	July 1, 2009
<i>/s/ Mark Auerbach*</i> Mark Auerbach	Director	July 1, 2009
<i>/s/ David Dantzker*</i> David Dantzker	Director	July 1, 2009
Gary Dutton	Director	
Kevin Esval	Director	
<i>/s/ Reuben Seltzer*</i> Reuben Seltzer	Director	July 1, 2009
* Signed pursuant to power of attorney previously filed		
By: <i>/s/ David Barrett</i> David Barrett		July 1, 2009

