

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per form.....16.00

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

720671

Table with columns for Prefix, Serial, and DATE RECEIVED.



04047138

PROCESSED OCT 19 2004 THOMSON FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Halifax Corporation: Common Stock and Promissory Notes

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Halifax Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 5250 Cherokee Avenue, Alexandria, VA 22312 (703) 750-2202

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices Same as Executive Offices) (703) 750-2202

Brief Description of Business: The Issuer is an enterprise maintenance solutions company providing a wide range of technology services to commercial and government customers throughout the United States.

Type of Business Organization corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 03, Year 1967 Actual, Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: VA CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Estate of Arch C. Scurlock					
Business or Residence Address (Number and Street, City, State, Zip Code)					
1753 Army Navy Drive, Arlington, VA 22202					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Scurlock, Jr., Arch C.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Grover, John H.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
1600 Anderson Road, Suite 200, McLean, VA 22102					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
McNew, Charles L.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Hewitt, Thomas L.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Toups, John M.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Young, Daniel R.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Sciacca, Joseph					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Foley, Hugh M.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Sherwood, IV, James L.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Scott, Jonathan L.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Ryles, Gerald F.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Whiteside, L.L.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
5250 Cherokee Avenue, Alexandria, VA 22312					

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ___ No X
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? No minimum investment
3. Does the offering permit joint ownership of a single unit? Yes X No ___
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **None**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers **Not Applicable**
(Check "All States" or check individual States) All States

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0.00	\$ 0.00
Equity.....	\$ *	\$ *
	<input checked="" type="checkbox"/> Common Stock and <input type="checkbox"/> Preferred Promissory Notes	
Convertible Securities (including warrants):	\$ 0.00	\$ 0.00
Partnership Interests.....	\$ 0.00	\$ 0.00
Other -	\$ 0.00	
		\$ 0.00
Total.....	\$ *	\$ *

Answer also in Appendix, Column 3, if filing under ULOE.

*No cash proceeds were realized. The subject offering involved the exchange of securities in a merger transaction where all of the issued and outstanding securities of the acquired corporation were exchanged for (i) 235,294 shares of Halifax's common stock having an aggregate value of \$1,200,000; cash in an amount equal to \$200,000; and notes in an aggregate original principal amount of \$500,000 with an interest rate of 6% per annum of which \$100,000 of the aggregate principal amount has a term of 90 days and \$400,000 has a term of 18 months, and (ii) a contingent earnout payment pursuant to which an additional \$150,000 in cash or in Halifax common stock is payable over the next 12 months if certain agreed upon financial targets are met.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	4	\$ *
Non-accredited Investors.....		\$
Total (for filings under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Not Applicable

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A.....		\$
Rule 504.....		\$
Total.....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 100,000.00
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 20,000.00
Engineering Fees.....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0.00
Other Expense (Identify) Finder's Fee.....	<input checked="" type="checkbox"/>	\$ 200,000.00
Total.....	<input checked="" type="checkbox"/>	\$ 320,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer".....

\$ _____ *

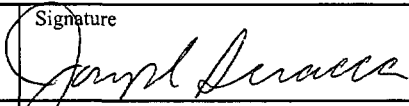
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Purchase of real estate	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Repayment of indebtedness	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Working capital and General Corporate Purposes	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Other (specify): _____		
_____	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
_____	<input type="checkbox"/> \$ _____ 0.00	<input type="checkbox"/> \$ _____ 0.00
Column Totals		
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ _____ *	

* No cash proceeds were realized. The subject offering involved the exchange of securities in a merger transaction where all of the issued and outstanding securities of the acquired corporation were exchanged for (i) 235,294 shares of Halifax's common stock having an aggregate value of \$1,200,000; cash in an amount equal to \$200,000; and notes in an aggregate original principal amount of \$500,000 with an interest rate of 6% per annum of which \$100,000 of the aggregate principal amount has a term of 90 days and \$400,000 has a term of 18 months, and (ii) a contingent earnout payment pursuant to which an additional \$150,000 in cash or in Halifax common stock is payable over the next 12 months if certain agreed upon financial targets are met.

D. FEDERAL SIGNATURE

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Halifax Corporation	Signature 	Date 10/5/2004
Name of Signer (Print or Type) Joseph Sciacca	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)