

GIANT GROUP LTD
Form 15-12G/A
January 31, 2005

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

FORM 15/A
AMENDMENT NO. 1

**CERTIFICATE AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-04323

GIANT GROUP, LTD

(Exact name of registrant as specified in its charter)

9440 Santa Monica Boulevard, Suite 407
Beverly Hills, California 90210

(310) 273-5678

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$.01 per share

Preferred Stock Purchase Rights

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	x	Rule 12h-3(b)(1)(i)	x
Rule 12g-4(a)(1)(ii)	..	Rule 12h-3(b)(1)(ii)	..
Rule 12g-4(a)(2)(i)	..	Rule 12h-3(b)(2)(i)	..
Rule 12g-4(a)(2)(ii)	..	Rule 12h-3(b)(2)(ii)	..
		Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date:

<u>Class</u>	<u>Approximate Number of Holders</u>
Common Stock, par value \$.01 per share:	79
Preferred Stock Purchase Rights:	79

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: January 28, 2005

By: /s/ Pasquale A. Ambrogio

Name: Pasquale A. Ambrogio
Title: Chief Financial Officer and Secretary