

VITAL IMAGES INC  
Form POS AM  
March 02, 2004

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As filed with the Securities and Exchange Commission on March 2, 2004

Registration No. 333-49284

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## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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### VITAL IMAGES, INC.

*(Exact name of registrant as specified in its charter)*

**Minnesota**

*(State or other jurisdiction of  
incorporation or organization)*

**42-1321776**

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

**3300 Fernbrook Lane N., Suite 200  
Plymouth, Minnesota 55447  
Telephone: (763) 852-4100**

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

**Gregory S. Furness  
3300 Fernbrook Lane N., Suite 200  
Plymouth, Minnesota 55447  
Telephone: (763) 852-4100  
Facsimile: (763) 852-4130**

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

*Copies of communications to:*

**Michele D. Vaillancourt, Esq.  
Winthrop & Weinstine, P.A.  
225 South Sixth Street  
Suite 3500**

**Minneapolis, Minnesota 55402  
Telephone: (612) 604-6400  
Facsimile: (612) 604-6800**

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This Post-Effective Amendment No. 1 is being filed to de-register 3,463,651 shares of common stock of Vital Images, Inc. ("Vital Images"). The resale of such shares was registered under a Registration Statement on Form S-3, Registration No. 333-49284. Of the shares being

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deregistered, 3,405,316 shares have either been resold under the Registration Statement by the selling shareholders named in the prospectus portion of the Registration Statement or are eligible for resale pursuant to Rule 144(k) under the Securities Act of 1933. Vital Images intends to register the resale of the remaining 58,335 shares of common stock, including 14,391 shares purchasable upon the exercise of outstanding warrants, under a new Registration Statement on Form S-3.

### 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-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plymouth, State of Minnesota, on March 2, 2004.

VITAL IMAGES, INC.

By: /s/ GREGORY S. FURNESS

\_\_\_\_\_  
Gregory S. Furness  
Chief Financial Officer and Vice President Finance (Principal Financial Officer and Principal Accounting 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
_____ /s/ JAY D. MILLER Jay D. Miller	President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2004
_____ /s/ GREGORY S. FURNESS Gregory S. Furness	Chief Financial Officer, Vice President Finance, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	March 2, 2004
* _____ Douglas M. Pihl	Director and Chairman of the Board	
* _____ Vincent J. Argiro, Ph.D.	Chief Technology Officer, Founder and Director	
* _____ James B. Hickey, Jr.	Director	
* _____ Richard W. Perkins	Director	
* _____ Sven A. Wehrwein	Director	

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Signature

Title

Date

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Director

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Michael W. Vannier

\*By: /s/ GREGORY S. FURNESS

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Gregory S. Furness  
As Attorney-in-Fact  
March 2, 2004

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SIGNATURES