

ADVANCED MAGNETICS INC

Form POS AM

July 05, 2005

As filed with the Securities and Exchange Commission on July 5, 2005

Registration No. 333-107517

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

ADVANCED MAGNETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

04-2742593

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

61 Mooney Street

Cambridge, MA 02138

(617) 497-2070

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

Jerome Goldstein

President, Chief Executive Officer and Treasurer

Advanced Magnetics, Inc.

61 Mooney Street

Cambridge, MA 02138

(617) 497-2070

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

With a copy to:

Miguel J. Vega, Esq.

Sullivan & Worcester LLP

One Post Office Square

Boston, MA 02109

(617) 338-2800

The Registrant hereby removes from registration under this Registration Statement (No. 333-107517) 1,308,900 shares of the Registrant's common stock, par value \$.01 per share, registered hereunder, or such lesser portion that have not been sold or transferred pursuant to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Cambridge, the Commonwealth of Massachusetts, on this 5th day of July, 2005.

ADVANCED MAGNETICS, INC.

By: /s/ Jerome Goldstein
Jerome Goldstein

Chairman of the Board, Chief Executive Officer, President and
Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Jerome Goldstein</u> Jerome Goldstein and Treasurer (principal executive and financial officer)	Chairman of the Board, Chief Executive Officer, President	July 5, 2005
<u>/s/ Michael N. Avallone</u> Michael N. Avallone (principal accounting officer)	Chief Financial Officer, Vice President of Finance	July 5, 2005
* _____ Sheldon L. Bloch	Director	July 5, 2005
* _____	Director	July 5, 2005

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Michael D. Loberg

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Brian J.G. Pereira Director July 5, 2005

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Edward B. Roberts Director July 5, 2005

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Mark Skaletsky Director July 5, 2005

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Theodore I. Steinman

Director

July 5, 2005

*By: /s/ JEROME GOLDSTEIN
Jerome Goldstein
Attorney-in-fact