

AETHER SYSTEMS INC
Form POS AM
January 22, 2004

As filed with the Securities and Exchange Commission on January 22, 2004

No. 333-45656

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE
AMENDMENT NO. 1
FORM S-3
UNDER
THE SECURITIES ACT OF 1933**

Aether Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

52-2186634

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

**11460 Cronridge Drive
Owings Mills, Maryland 21117
(410) 654-6400**

**David S. Oros
Chairman and Chief Executive Officer
Aether Systems, Inc.
11460 Cronridge Drive
Owings Mills, Maryland 21117**

**Mark D. Director
Kirkland & Ellis LLP
Suite 1200
655 15th Street, NW
Washington, DC 20005
202-879-5000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to registered additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities act registration statement number of the earlier effective registration statement for the same offering. X Registration Number:
333-45656

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

¹ Attorneys should consider converting the fee calculation to the share-based calculation contemplated by Rule 457(a) upon filing Amendment No. 1 in order to avoid paying additional fees in the event the offering prices above the range.

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Explanatory Note:

Aether Systems, Inc., a Delaware corporation (the Company), filed a registration statement on Form S-3 (the Registration Statement) on October 30, 2000 and it was later declared effective.

The Company's obligation to keep the Registration Statement effective has terminated. Accordingly, the purpose of this Post-effective Amendment No. 1 to the Registration Statement is to terminate the Registration Statement and to deregister any remaining shares of the Company's common stock, par value \$.01, registered pursuant to the Registration Statement but not sold pursuant to the Registration Statement as of the date this Post-effective Amendment is filed with the Securities and Exchange Commission.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Post-effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Dates	Capacity
<u>/s/ David S. Oros</u>	January 12, 2004	Chairman, Chief Executive Officer and Director
David S. Oros		
<u>/s/ George M. Davis</u>	January 12, 2004	President, Vice Chairman, Director
George M. Davis		
<u>/s/ David C. Reymann</u>	January 21, 2004	Chief Financial and Accounting Officer
David C. Reymann		
<u>/s/ J. Carter Beese, Jr.</u>	January 14, 2004	Director
J. Carter Beese, Jr.		
<u>/s/ James T. Brady</u>	January 21, 2004	Director
James T. Brady		
<u>/s/ Jack B. Dunn IV</u>	January 15, 2004	Director
Jack B. Dunn IV		
<u>/s/ Edward J. Mathias</u>	January 14, 2004	Director
Edward J. Mathias		
<u>/s/ Truman T. Semans</u>	January 13, 2004	Director
Truman T. Semans		
<u>/s/ George P. Stamas</u>	January 21, 2004	Director
George P. Stamas		