

PANACOS PHARMACEUTICALS, INC.
Form POS AM
March 13, 2009

As filed with the Securities and Exchange Commission on March 13, 2009

Registration No. 333-123997

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
Panacos Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation or organization)

134 Coolidge Avenue

Watertown, Massachusetts
(Address of Principal Executive Offices)

11-3238476
(IRS Employer

Identification Number)

02472
(Zip Code)

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Alan W. Dunton, M.D.

Copies to:

President and Chief Executive Officer

Panacos Pharmaceuticals, Inc.

134 Coolidge Avenue

Watertown, Massachusetts 02472

(617) 926-1551

(Name, address, including zip code, and telephone

Megan N. Gates, Esq.

Mintz, Levin, Ferris, Glovsky & Popeo, P.C.

One Financial Center

Boston, MA 02111

(617) 542-6000

number, including area code, of agent for service)

Not Applicable

(Approximate date of commencement of proposed sale to the public)

DEREGISTRATION OF UNSOLD SECURITIES

On April 11, 2005, Panacos Pharmaceuticals, Inc., formerly known as V.I. Technologies, Inc. (the Company), filed a Registration Statement on Form S-3 (File No. 333-123997) (the Registration Statement), to register up to 13,725,555 shares of the Company's common stock, par value \$0.01 per share (the Common Stock). This offering has been terminated because the Company intends to deregister its Common Stock under the Securities Exchange Act of 1934, as amended. Consequently, in accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company that are registered but unsold under the Registration Statement.

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 the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts on March 13, 2009.

PANACOS PHARMACEUTICALS, INC.

/s/ Alan W. Dunton, M.D.
Alan W. Dunton, M.D.

President and Chief Executive Officer

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.

Signature	Title	Date
/s/ Alan W. Dunton, M.D. Alan W. Dunton, M.D.	President and Chief Executive Officer and Director	March 13, 2009
/s/ Robert B. Pelletier, CPA, MBA Robert B. Pelletier, CPA, MBA	Vice President of Finance and Principal Accounting Officer	March 13, 2009
/s/ Laurent Fischer, M.D. Laurent Fischer, M.D.	Director	March 13, 2009
/s/ Jeremy Hayward-Surry Jeremy Hayward-Surry	Director	March 13, 2009