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ACACIA RESEARCH CORP
Form S-3
September 16, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 15, 2005
REGISTRATION NO. 333-

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ACACIA RESEARCH CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

95-4405754
(I.R.S. Employer
Identification Number)

500 NEWPORT CENTER DRIVE, 7TH FLOOR
NEWPORT BEACH, CALIFORNIA 92660
(949) 480-8300
(Address, including zip code, and telephone number, including area code of
registrant's principal executive offices)

PAUL R. RYAN
CHIEF EXECUTIVE OFFICER
500 NEWPORT CENTER DRIVE, 7TH FLOOR
NEWPORT BEACH, CALIFORNIA 92660
(949) 480-8300
(Address, including zip code, and telephone number, including area code of agent
for service)

Copies to:
RAYMOND A. LEE, ESQ.
GREENBERG TRAURIG, LLP
650 TOWN CENTER DRIVE, SUITE 1700
COSTA MESA, CALIFORNIA 92626
(714) 708-6500

Approximate date of commencement of proposed sale to the public: From
time to time after the effective date of this Registration Statement.

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. [X]

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and

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list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-112885

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 number of the earlier effective registration statement for the same offering. []

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

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) (2) | PROPOSED MAXIMUM OFFERING PRICE PER UNIT (3) | AMOUNT REGISTRATION FEE |
|---|---|--|----------------------------|
| Acacia Research-CombiMatrix Common Stock, \$0.001 par value per share..... | — | — | — |
| Warrants to purchase Acacia Research-CombiMatrix Common Stock..... | — | — | — |
| Total..... | \$2,449,800 (4) | 100% | \$288 |

(1) The Registrant previously registered securities having a maximum aggregate offering price of \$50,000,000 on a registration statement on Form S-3 (File No. 333-112885) for which a fee of \$6,335 was previously paid.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

(3) We will determine the proposed maximum offering price per unit in connection with the issuance of the new securities.

(4) The securities registered hereunder may be sold separately or as units with other securities registered hereby. The aggregate amount of common stock registered hereunder is limited to that which is permissible under Rule 415(a)(4) under the Securities Act of 1933, to the extent applicable.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-112885) filed by Acacia Research Corporation with the Securities and Exchange Commission on February 17, 2004, which has been declared effective by the SEC, which and including the documents filed by Acacia Research

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Corporation with the SEC and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Acacia Research Corporation 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, as of September 15, 2005.

ACACIA RESEARCH CORPORATION

By: /s/ Paul R. Ryan

Paul R. Ryan
Chief Executive Officer and Chairman

POWER OF ATTORNEY

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.

| SIGNATURE | TITLE | DATE |
|---|--|-------|
| ----- | ----- | ----- |
| * ----- PAUL R. RYAN | Chief Executive Officer and Chairman of the Board (Principal Executive Officer) | Sept |
| /s/ Clayton J. Haynes ----- CLAYTON J. HAYNES | Chief Financial Officer (Principal Financial and Accounting Officer) | Sept |
| * ----- ROBERT L. HARRIS | President and Director | Sept |
| * ----- THOMAS B. AKIN | Director | Sept |
| * ----- RIGDON CURRIE | Director | Sept |
| * ----- FRED A. DE BOOM | Director | Sept |

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| | | |
|--------------------------------------|----------|------|
| * ----- EDWARD W. FRYKMAN | Director | Sept |
| * ----- G. LOUIS GRAZIADIO III | Director | Sept |
| * ----- AMIT KUMAR | Director | Sept |

By: /s/ Clayton J. Haynes

Clayton J. Haynes
Attorney-in-Fact

EXHIBIT INDEX

Pursuant to Item 601(a)(2) of Regulation S-K, this exhibit index immediately precedes the exhibits.

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|---|
| 5.1 | Opinion of Greenberg Traurig, LLP |
| 23.1 | Consent of Greenberg Traurig, LLP (contained in their opinion filed as Exhibit 5.1 to this Registration Statement) |
| 23.2 | Consent of Independent Registered Public Accounting Firm |
| 23.3 | Consent of Independent Registered Public Accounting Firm |
| 23.4 | Consent of Independent Registered Public Accounting Firm |