

HOLLIS EDEN PHARMACEUTICALS INC /DE/
Form POS AM
June 30, 2006

As filed with the Securities and Exchange Commission on June 30, 2006

Registration No. 333-126458

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

HOLLIS-EDEN PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4435 EASTGATE MALL, SUITE 400

SAN DIEGO, CALIFORNIA 92121

(858) 587-9333

13-3697002
(I.R.S. Employer

Identification No.)

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

RICHARD B. HOLLIS

CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF EXECUTIVE OFFICER

HOLLIS-EDEN PHARMACEUTICALS, INC.

4435 EASTGATE MALL, SUITE 400

SAN DIEGO, CALIFORNIA 92121

(858) 587-9333

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

Copies to:

ERIC J. LOUMEAU, ESQ.

HOLLIS-EDEN PHARMACEUTICALS, INC.

4435 EASTGATE MALL, SUITE 400

SAN DIEGO, CALIFORNIA 92121

(858) 587-9333

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 originally filed by Hollis-Eden Pharmaceuticals, Inc. (the Registrant) with the Commission on July 8, 2005 (Registration No. 333-126458) (the Registration Statement), is being filed to deregister certain shares of the Registrant's common stock (the Shares), warrants to purchase shares of the Registrant's common stock (the Warrants), and the shares of the Registrant's common stock issuable upon the exercise of the Warrants (the Warrant Shares). The Registrant previously registered, pursuant to the Registration Statement, Shares, Warrants and Warrant Shares in an aggregate amount of 5,000,000 shares of the Registrant's common stock (collectively, the Securities). As of the date hereof, the Registrant had completed one public offering in which it issued an aggregate of 4,800,000 of the Securities under the Registration Statement. The Registrant does not intend to sell any additional Securities under the Registration Statement. Accordingly, pursuant to an undertaking made in Item 17 of the Registration Statement, the Registrant hereby deregisters the 200,000 Securities that remain unsold as of the date hereof.

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 San Diego, State of California on June 30, 2006.

HOLLIS-EDEN PHARMACEUTICALS, INC.

By: /s/ Richard B. Hollis
Richard B. Hollis

Chairman of the Board and Chief Executive Officer

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

Signatures	Title	Date
/s/ Richard B. Hollis	Chairman of the Board, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	June 30, 2006
Richard B. Hollis		
/s/ Daniel D. Burgess	Chief Operating Officer/Chief Financial Officer (<i>Principal Financial Officer</i>)	June 30, 2006
Daniel D. Burgess		
/s/ Robert W. Weber	Vice-President-Controller/Chief Accounting Officer (<i>Principal Accounting Officer</i>)	June 30, 2006
Robert W. Weber		
/s/ *	Director	June 30, 2006
J. Paul Bagley III		
/s/ *	Director	June 30, 2006
Jerome M. Hauer		
/s/ *	Director	June 30, 2006

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Brendan R. McDonnell

/s/ * Director June 30, 2006

Thomas Charles Merigan, Jr

/s/ * Director June 30, 2006

Marc R. Sarni

/s/ * Director June 30, 2006

Salvatore J. Zizza

/s/ * Director June 30, 2006

* By: Richard B. Hollis, as attorney-in-fact