

SOLA INTERNATIONAL INC

Form S-3/A

July 13, 2005

As filed with the Securities and Exchange Commission on July 13, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 2 TO FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SOLA INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

94-3189941
(I.R.S. Employer
Identification No.)

10590 West Ocean Air Drive
Suite 300
San Diego, CA 92130
(858) 509-9899

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Jeremy C. Bishop
Chief Executive Officer
10590 West Ocean Air Drive
Suite 300
San Diego, CA 92130
(858) 509-9899

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

EXPLANATORY NOTE

On October 2, 2003, Sola International Inc., a Delaware corporation (the Registrant), filed a Registration Statement on Form S-3 (Registration No. 333-109383) (as subsequently amended prior to the date hereof, the Registration Statement), which registered an aggregate of \$400,000,000 of debt securities, common stock, preferred stock, depositary shares, securities warrants, stock purchase contracts and stock purchase units of the Registrant. The purpose of this Amendment No. 2 to the Registration Statement is to deregister and remove from registration such portion of the \$400,000,000 of securities previously registered on the Registration Statement that have not been sold as of the date hereof. This action is due to the termination of the offering contemplated by the Registration Statement upon the delisting and deregistration of all the debt and equity securities of the Registrant pursuant to the Form 15 filed on March 23, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act), and in accordance with Rule 478(a)(4) under the Securities Act, Sola International Inc. 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 Amendment No. 2 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 13th day of July, 2005.

SOLA INTERNATIONAL INC.

By: /s/ Jeremy C. Bishop
Jeremy C. Bishop
Chief Executive Officer

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