

CHIRON CORP
Form POS AM
August 02, 2005

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As filed with the Securities and Exchange Commission on August 2, 2005

Registration Statement No. 333-109045

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

CHIRON CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-2754624

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

**4560 Horton Street
Emeryville, CA 94608**

(Address of principal executive offices) (Zip Code)

Ursula B. Bartels, Vice President, General Counsel and Secretary

**Chiron Corporation
4560 Horton Street
Emeryville, CA 94608**

(Name and address of agent for service)

(510) 665-8730

(Telephone number, including area code, of agent for service)

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: Not applicable.

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 register 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.

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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.

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

This Post-Effective Amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933 on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

Chiron Corporation, a Delaware corporation ("Chiron"), filed a Registration Statement on Form S-3 (File No. 333-109045) (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") on September 23, 2003, registering \$500,000,000 in principal amount of 1⁵/₈% Convertible Debentures due 2033 (the "Debentures") and 7,305,650 shares of Chiron's common stock into which the Debentures are convertible (the "Conversion Shares") to be offered from time-to-time by the selling shareholders named therein (the "Offering"). The Commission declared the Registration Statement effective on January 9, 2004.

In accordance with the undertaking contained in Part II, Item 17(3) of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, Chiron files this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to remove from registration all of the Debentures and Conversion Shares that were subject to the Offering but remain unsold as of the date hereof. Chiron is deregistering these securities because its obligation to maintain the effectiveness of the Registration Statement pursuant to the terms of its registration rights agreement with the selling shareholders has expired.

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J. Richard Fredericks

Director

August 2, 2005

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Paul L. Herrling

Director

August 2, 2005

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Denise M. O'Leary

Director

August 2, 2005

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Edward E. Penhoet

Director

August 2, 2005

*

Pieter J. Strijkert

Director

August 2, 2005

*By:

/s/ DAVID V. SMITH

David V. Smith,
as Attorney-in-Fact

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DEREGISTRATION OF SECURITIES

SIGNATURES