

22nd Century Group, Inc.  
Form POS AM  
May 18, 2012

**As filed with the Securities and Exchange Commission on May 18, 2012**

**Registration No. 333-173420**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**22nd CENTURY GROUP, INC.**

*(Exact name of registrant as specified in its charter)*

Nevada  
(State or other jurisdiction of  
incorporation)

5194  
(Primary Standard Industrial Classification Code  
Number)

98-0468420  
(I.R.S. Employer Identification  
No.)

**9530 Main Street**

**Clarence, New York 14031**

**(716) 270-1523**

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

**Joseph Pandolfino**

**Chief Executive Officer**

**9530 Main Street**

**Clarence, New York 14031**

**(716) 270-1523**

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

Copies to:

**Thomas L. James, Esq.**

**Foley & Lardner LLP**

**3000 K Street NW, Suite 600**

**Washington, DC 20007**

**(202) 672-5300**

Pursuant to undertakings contained in the Registration Statement, this Post-Effective Amendment No. 1 is being filed for the purpose of terminating the registration with respect to 4,632,534 shares of the Registrant's common stock which remained unsold at the termination of the offering.

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Clarence, State of New York, on May 18, 2012.

**22nd CENTURY GROUP, INC.**

By: /s/ Joseph Pandolfino

Joseph Pandolfino

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| <u>/s/ Joseph Pandolfino</u><br>Joseph Pandolfino       | Chief Executive Officer and Director<br>(Principal Executive Officer)                  | May 18, 2012 |
| <u>/s/ C. Anthony Rider</u><br>C. Anthony Rider         | Chief Financial Officer and Treasurer<br>(Principal Financial and Accounting Officer ) | May 18, 2012 |
| <u>/s/ Henry Sicignano, III</u><br>Henry Sicignano, III | President, Secretary and Director  | May 18, 2012 |
| <u>/s/ Joseph A. Dunn, Ph.D</u><br>Joseph A. Dunn, Ph.D | Director   | May 18, 2012 |

/s/ James W. Cornell

James W. Cornell

Director

May 18, 2012