

Cardium Therapeutics, Inc.
Form S-8 POS
June 11, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
Form S-8 Registration Statement No. 333-116868

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CARDIUM THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

27-0075787
(IRS Employer Identification No.)

3611 Valley Centre Drive, Suite 525

San Diego, California 92130

(Address of principal executive offices)

Management Incentive Stock Option Plan

Employee Stock Option Plan

(Full title of the plans)

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Tyler M. Dylan

Chief Business Officer

Cardium Therapeutics, Inc.

3611 Valley Centre Drive, Suite 525

San Diego, California 92130

(858) 436-1000

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

Copy to:

David A. Fisher, Esq.

Fisher Thurber LLP

4225 Executive Square, Suite 1600

La Jolla, CA 92037

(858) 535-9400

EXPLANATORY NOTE

Cardium Therapeutics, Inc., a Delaware corporation (Cardium), is filing this post-effective amendment as the successor issuer to Aries Ventures Inc. solely for the purpose of deregistering unissued shares of common stock previously registered by Aries Ventures Inc. for issuance under stock option plans that have been terminated.

DEREGISTRATION OF UNSOLD SHARES

This post-effective amendment relates to the Registration Statement on Form S-8 (File No. 333-116868) filed with the Securities and Exchange Commission on June 25, 2004, pertaining to the registration of 247,322 shares of common stock, par value \$0.01 per share, issuable under the Management Incentive Stock Option Plan of Aries Ventures Inc., and 353,318 shares of common stock, par value \$0.01 per share, issuable under the Employee Stock Option Plan of Aries Ventures Inc. (collectively, the Aries Plans).

In accordance with the undertakings made by Aries Ventures Inc. in its Registration Statement on Form S-8 listed above to remove by means of a post-effective amendment any shares of common stock that remained unsold at the termination of the offering, Cardium, as the successor issuer, hereby files this post-effective amendment to deregister any and all shares of common stock originally reserved for issuance under the Aries Plans and registered under the Registration Statement listed above that remained unissued upon the termination of the Aries Plans.

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-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on May 8, 2007.

CARDIUM THERAPEUTICS, INC.

By: /s/ Christopher J. Reinhard
 Christopher J. Reinhard, Chief Executive Officer

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 date indicated.

| Signature | Title | Date |
|--|--|-------------|
| /s/ Christopher J. Reinhard (Christopher J. Reinhard) | Chief Executive Officer and Chairman of the Board of Directors (principal executive officer) | May 8, 2007 |
| /s/ Dennis M. Mulroy (Dennis M. Mulroy) | Chief Financial Officer (principal financial and accounting officer) | May 8, 2007 |
| /s/ Tyler M. Dylan (Tyler M. Dylan) | Director | May 8, 2007 |
| /s/ Edward William Gabrielson (Edward William Gabrielson) | Director | May 8, 2007 |
| /s/ Murray Hunter Hutchison (Murray Hunter Hutchison) | Director | May 8, 2007 |
| /s/ Gerald J. Lewis (Gerald J. Lewis) | Director | May 8, 2007 |
| /s/ Lon Edward Otremba (Lon Edward Otremba) | Director | May 8, 2007 |
| /s/ Ronald I. Simon (Ronald I. Simon) | Director | May 8, 2007 |