

PEPLIN INC
Form POS AM
December 08, 2009

As filed with the Securities and Exchange Commission on December 8, 2009

Registration No. 333-156484

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

**Post-Effective Amendment No. 1
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

PEPLIN, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction
of incorporation or organization)*

26-0641830

*(I.R.S. Employer
Identification Number)*

**6475 Christie Avenue
Emeryville, California 94608
(510) 653-9700**

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

**George Mahaffey
Chief Executive Officer
Peplin, Inc.
6475 Christie Avenue
Emeryville, California 94608
(510) 653-9700**

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

Copies to:

**Glen Y. Sato, Esq.
Cooley Godward Kronish LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155
(650) 843-5000**

Approximate date of commencement of proposed sale to the public:

Not Applicable

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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, as amended, 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.

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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. _____

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

Peplin, Inc. (the Registrant) is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-1, as amended to withdraw and remove from registration the unissued and unsold shares of the Registrant's common stock, par value \$0.001 per share (the Common Stock), issuable by the Registrant pursuant to its Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the Commission) on December 30, 2008 (Registration No. 333-156484) and amended by the Registrant's Registration Statement on Form S-1/A filed with the Commission on January 13, 2009 (collectively, the Registration Statement).

On November 6, 2009, the Registrant's stockholders approved, at a special meeting of stockholders, an Agreement and Plan of Merger and Reorganization, dated as of September 2, 2009 (the Merger Agreement), by and among LEO Pharma A/S (the Purchaser), Plant Acquisition Sub, Inc., a Delaware corporation and wholly owned subsidiary of the Purchaser (Merger Sub) and the Registrant. Pursuant to the Merger Agreement, upon filing the Certificate of Merger with the Secretary of State of the State of Delaware on November 11, 2009 (the Effective Time) Merger Sub was merged with and into the Registrant, with the Registrant continuing as the surviving corporation and as a wholly-owned subsidiary of Purchaser (the Merger).

At the Effective Time, outstanding share of Registrant's Common Stock (other than shares held by Purchaser, Merger Sub, or any Subsidiary of Purchaser or Registrant) was converted into the right to receive an amount in cash equal to US\$16.99, without interest, in accordance with the terms and conditions of the Merger Agreement.

As a result of the Merger, the Registrant terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of its Common Stock which remain unsold at the termination of the offering, the Registrant hereby removes from registration all shares of Common Stock registered under the Registration Statement which remained unsold as of the Effective Time of the Merger.

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-1 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 Emeryville, State of California, on this 7th day of December, 2009.

Peplin, Inc.

By: /s/ George Mahaffey
George Mahaffey
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ George Mahaffey George Mahaffey	Chief Executive Officer <i>(Principal Executive Officer)</i>	December 7, 2009
/s/ David Smith David Smith	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	December 7, 2009
/s/ Gitte P. Aabo Gitte P. Aabo	Director	December 7, 2009
/s/ Lars Olsen Lars Olsen	Director	December 7, 2009