

ACADIA PHARMACEUTICALS INC
Form S-3MEF
April 21, 2006

As filed with the Securities and Exchange Commission on April 24, 2006

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-3
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

ACADIA PHARMACEUTICALS INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

3911 Sorrento Valley Boulevard, San Diego, CA 92121

(858) 558-2871

06-1376651
(I.R.S. Employer

Identification Number)

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

Uli Hacksell, Ph.D.

Chief Executive Officer

ACADIA Pharmaceuticals Inc.

3911 Sorrento Valley Boulevard, San Diego, CA 92121

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(858) 558-2871

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

Copies to:

Glenn F. Baity

General Counsel

ACADIA Pharmaceuticals Inc.

3911 Sorrento Valley Boulevard, San Diego, CA 92121

(858) 558-2871

D. Bradley Peck

J. Patrick Loofbourrow

Cooley Godward LLP

4401 Eastgate Mall, San Diego, CA 92121-9109

(858) 550-6000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

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. 333-131079

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.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities | Proposed Maximum | Amount of |
|--|-------------------------|------------------|
|--|-------------------------|------------------|

| | | |
|-------------------------|------------------|----------------------------|
| to Be Registered | Aggregate | Registration Fee(1) |
|-------------------------|------------------|----------------------------|

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| | Offering Price(1) | | |
|----------------------------------|--------------------------|----|-------|
| Common Stock, \$0.0001 par value | \$ 19,032,270 | \$ | 2,037 |

(1) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed to register an additional \$19,032,270 worth of shares of our common stock, par value \$0.0001 per share, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-131079) which was declared effective on February 10, 2006, including all amendments, supplements and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Index to Exhibits attached to and filed with this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on April 21, 2006.

ACADIA PHARMACEUTICALS INC.

By: /s/ ULI HACKSELL
Uli Hacksell

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------------|
| /s/ ULI HACKSELL Uli Hacksell | Chief Executive Officer and Director (Principal Executive Officer) | April 21, 2006 |
| /s/ THOMAS H. AASEN Thomas H. Aasen * | Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer) | April 21, 2006 |
| Mark R. Brann * | President, Chief Scientific Officer and Director | April 21, 2006 |
| Leslie Iverson * | Chairman of the Board | April 21, 2006 |
| Gordon Binder * | Director | April 21, 2006 |
| Michael Borer * | Director | April 21, 2006 |
| Mary Ann Gray * | Director | April 21, 2006 |
| Lester Kaplan * | Director | April 21, 2006 |
| Torsten Rasmussen * | Director | April 21, 2006 |
| Alan Walton | | April 21, 2006 |

*By: /s/ ULI HACKSELL
Uli Hacksell

Attorney-in-fact

INDEX TO EXHIBITS

Exhibit

| Number | Description |
|---------------|--|
| 5.1 | Opinion of Cooley Godward LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Counsel (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (incorporated by reference to Exhibit 24.1 to Registration Statement File No. 333-131079). |