

ACADIA PHARMACEUTICALS INC
Form POS AM
June 29, 2007

As filed with the Securities and Exchange Commission on June 29, 2007

Registration No. 333-124753

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Post-Effective Amendment No. 1 to
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

06-1376651
(I.R.S. Employer

Identification Number)

(858) 558-2871

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

Uli Hacksell, Ph.D.

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Chief Executive Officer

ACADIA Pharmaceuticals Inc.

3911 Sorrento Valley Boulevard, San Diego, CA 92121

(858) 558-2871

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

Copies to:

Glenn F. Baity

Vice President and General Counsel

ACADIA Pharmaceuticals Inc.

3911 Sorrento Valley Boulevard

San Diego, CA 92121

(858) 558-2871

D. Bradley Peck

J. Patrick Loofbourrow

Cooley Godward Kronish LLP

4401 Eastgate Mall

San Diego, CA 92121-9109

(858) 550-6000

Approximate date of commencement of proposed sale to the public:

This post-effective amendment deregisters those shares of common stock that remain unsold hereunder as of the date hereof.

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 (the Securities Act), 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. "

DEREGISTRATION OF SECURITIES

ACADIA Pharmaceuticals Inc., a Delaware corporation (the Registrant), originally registered the sale of 6,597,023 shares of its common stock, \$0.0001 par value per share, including 1,319,402 shares of the Registrant 's common stock issuable upon the exercise of outstanding warrants, pursuant to a prospectus contained in a Registration Statement on Form S-1 (Registration No. 333-124753) (the Registration Statement), which the Registrant filed with the Securities and Exchange Commission (the Commission) on May 10, 2005, which was amended by Amendment No. 1 to the Registration Statement filed with the Commission on a registration statement on Form S-3 on June 1, 2005. The shares were registered to permit the sale of such shares by the selling stockholders listed in the Registration Statement pursuant to the terms and conditions of the Securities Purchase Agreement dated April 15, 2005 and filed as Exhibit 10.25 to the Registration Statement (the Purchase Agreement).

The offering (the Offering) contemplated by the Registration Statement has terminated by virtue of the expiration of the Registrant 's contractual obligation under the Purchase Agreement to maintain the effectiveness of the Registration Statement. Pursuant to an undertaking made in Part II, Item 17 of the Registration Statement, the Registrant hereby files this Post-Effective Amendment No. 1 to the Registration Statement to deregister such number of shares of common stock originally registered by the Registration Statement as remain unsold as of the time of this filing.

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-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 June 29, 2007.

ACADIA Pharmaceuticals Inc.

By: /s/ ULI HACKSELL

Uli Hacksell, 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 dates indicated.

/s/ ULI HACKSELL	Chief Executive Officer, President and	June 29, 2007
Uli Hacksell	Director	
	<i>(Principal Executive Officer)</i>	
/s/ THOMAS H. AASEN	Vice President, Chief Financial Officer,	June 29, 2007
Thomas H. Aasen	Treasurer and Secretary	
	<i>(Principal Financial Officer and</i>	
	<i>Principal Accounting Officer)</i>	
/s/ *	Chairman of the Board	June 29, 2007
Leslie Iversen		
/s/ *	Director	June 29, 2007
Gordon Binder		
/s/ *	Director	June 29, 2007
Michael Borer		
/s/ *	Director	June 29, 2007
Mary Ann Gray		
/s/ *	Director	June 29, 2007

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Lester Kaplan

/s/ *

Director

June 29, 2007

Torsten Rasmussen

/s/ *

Director

June 29, 2007

Alan Walton

*By:

/s/ ULI HACKSELL
Uli Hacksell

Attorney-in-fact