

CRYOCOR INC  
Form POS AM  
June 06, 2008

As filed with the Securities and Exchange Commission on June 6, 2008

Registration No. 333-143052

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

## FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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**CryoCor, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or jurisdiction of incorporation or organization)

**33-0922667**

(I.R.S. Employer Identification No.)

**9717 Pacific Heights Boulevard**

**San Diego, CA 92121**

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(858) 909-2200

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

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**Lawrence J. Knopf, Esq.**

**Boston Scientific Corporation**

**One Boston Scientific Place**

**Natick, MA 01760-1537**

**(508) 650-8000**

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

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**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 to be 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:

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:

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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

Smaller reporting company

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statement filed by CryoCor, Inc. (the Registrant ) on Form S-3 (the Registration Statement ):

Registration Statement 333-143052, pertaining to the registration of 1,631,247 shares of the Registrant's common stock, which was filed with the Securities and Exchange Commission on May 17, 2007.

On May 28, 2008, Padres Acquisition Corp. ( Merger Sub ), a Delaware corporation and wholly-owned subsidiary of Boston Scientific Scimed, Inc. ( BSS ), a Minnesota corporation and wholly-owned subsidiary of Boston Scientific Corporation, a Delaware corporation, merged with and into CryoCor, Inc., a Delaware corporation (the Company ) (the Merger ), pursuant to an Agreement and Plan of Merger, dated as of April 15, 2008, by and among BSS, Merger Sub and the Company (the Merger Agreement ). Pursuant to the terms of the Merger Agreement, each share of the Company's common stock outstanding at the effective time of the Merger (the Effective Time ), except for shares owned by BSS or Merger Sub, was converted into the right to receive \$1.35 in cash. As a result of the Merger, the Company became a wholly-owned subsidiary of BSS.

As a result of the consummation of the transactions contemplated by the Merger Agreement, the Company has terminated the offering of the Company's securities pursuant to the above referenced Registration Statement. Accordingly, pursuant to the undertakings contained in such Registration Statement to remove from registration, by means of a Post-Effective Amendment, any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment to the Registration Statement to deregister all the shares of the Company's common stock that remain unsold, if any, hereunder as of the Effective Time. As a result of this deregistration, no such shares remain registered for resale pursuant to the Registration Statement.

**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 the requirements for filing an amendment on Form S-3 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 Natick, Commonwealth of Massachusetts, on June 6, 2008.

CryoCor, Inc.

By: */s/ Lawrence J. Knopf*  
Lawrence J. Knopf  
Assistant Secretary

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 indicated on the 6<sup>th</sup> day of June, 2008.

**Signature**

**Title**

*/s/ Joe Fitzgerald*  
Joe Fitzgerald

President (principal executive officer)

*/s/ Milan Kofol*  
Milan Kofol

Director, Vice President and Treasurer (principal accounting and financial officer)

*/s/ Lawrence J. Knopf*  
Lawrence J. Knopf

Director