

Edgar Filing: MAP Pharmaceuticals, Inc. - Form S-8 POS

MAP Pharmaceuticals, Inc.  
Form S-8 POS  
March 11, 2013

As filed with the Securities and Exchange Commission on March 11, 2013.

Registration No. 333-146656

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**MAP PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**20-0507047**  
(IRS Employer  
Identification No.)

**c/o Allergan, Inc.**

**2525 Dupont Drive**

**Irvine, California 92612-1599**

(Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**MAP Pharmaceuticals, Inc. Amended and Restated 2005 Equity Incentive Plan**

**MAP Pharmaceuticals, Inc. 2007 Equity Award Plan**

**MAP Pharmaceuticals, Inc. Employee Stock Purchase Plan**

(Full Title of the Plans)

**Matthew J. Maletta**

**Vice President and Secretary**

**MAP Pharmaceuticals, Inc.**

**c/o Allergan, Inc.**

**2525 Dupont Drive**

**Irvine, California 92612-1599**

**(714) 246-4500**

(Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)

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.

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1, filed by MAP Pharmaceuticals, Inc., a Delaware corporation (the Company), deregisters all unsold securities registered for issuance under the Registration Statement on Form S-8, File No. 333-146656 (the Registration Statement).

On March 1, 2013, pursuant to the terms of the Agreement and Plan of Merger, dated as of January 22, 2013, by and among the Company, Allergan, Inc., a Delaware corporation (Allergan), and Groundhog Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of Allergan (Merger Sub), Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Allergan (the Merger). In connection with the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered but unsold under the 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-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on the 11<sup>th</sup> day of March, 2013.

**MAP PHARMACEUTICALS, INC.**

By: */s/ Jeffrey L. Edwards*  
**Jeffrey L. Edwards**  
**Vice President and Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

<b>NAME</b>	<b>TITLE</b>	<b>DATE</b>
<i>/s/</i> David E.I. Pyott David E.I. Pyott	President and Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2013
<i>/s/</i> Jeffrey L. Edwards Jeffrey L. Edwards	Vice President and Chief Financial Officer and Director (Principal Financial and Accounting Officer)	March 11, 2013
<i>/s/</i> Arnold A. Pinkston Arnold A. Pinkston	Director	March 11, 2013