SANUWAVE Health, Inc.
Form POS AM
September 14, 2018

As filed with the Securities and Exchange Commission on September 14, 2018
Registration No. 333-208676

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

Post-Effective Amendment No. 3 to
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SANUWAVE Health, Inc.
(Exact name of registrant as specified in its charter)

Nevada	3841	20-1176000
(State or other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

3360 Martin Farm Road, Suite 100
Suwanee, Georgia 30024
(770) 419-7525

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

Kevin A. Richardson, II
Acting Chief Executive Officer
SANUWAVE Health, Inc.
3360 Martin Farm Road, Suite 100
Suwanee, Georgia 30024
(770) 419-7525

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

Copies of all communications, including communications sent to agent for service, should be sent to:

Murray Indick, Esq.
John M. Rafferty, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105
(415) 268-7000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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, 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, 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 post-effective amendment filed pursuant to Rule 462(d) 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
(Do not check if a smaller reporting company)	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

This Post-Effective Amendment No. 3 to Form S-1 Registration Statement (Registration No. 333-208676) shall become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933.

Explanatory Note

Deregistration of Unsold Securities

SANUWAVE Health, Inc. (the "Registrant") filed Registration Statement on Form S-1 (Registration No. 333-208676) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on February 16, 2016. The Registrant is filing this Post-Effective Amendment No. 3 to the Registration Statement to clarify that clauses (2) and (3) to the explanatory note in Post-Effective Amendment No. 2 to the Registration Statement were included as the result of a typographical error, and only the resales of the shares of common stock referenced in clause (1), namely the resale by the selling stockholders listed in the prospectus to the Registration Statement of 23,545,114 outstanding shares of the Registrant's common stock, par value $0.001 per share (the "Common Stock"), are being de-registered. The Registrant is filing this Post-Effective Amendment No. 3 to the Registration Statement to deregister the resale by the selling stockholders listed in the prospectus to the Registration Statement of 23,545,114 outstanding shares of the Registrant's Common Stock and to terminate the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Suwanee, State of Georgia, on September 14, 2018.

SANUWAVE Health, Inc.

By: /s/ Kevin A. Richardson, II
Name: Kevin A. Richardson, II
Title: Acting 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:

Signatures	Capacity	Date

By: /s/ Kevin A. Richardson, II
  Name: Kevin A. Richardson, II
	Director and Acting Chief Executive Officer
	  (principal executive officer)
		September 14, 2018

By: /s/ Lisa E. Sundstrom
  Name: Lisa E, Sundstrom
	Chief Financial Officer
	  (principal financial and accounting officer)
		September 14, 2018

By: * Name: John F. Nemelka	Director	September 14, 2018
By: * Name: Alan L. Rubino	Director	September 14, 2018
By: * Name: A. Michael Stolarski	Director	September 14, 2018
By: * Name: Maj-Britt Kaltoft	Director	September 14, 2018

*By: /s/ Kevin A. Richardson, II
    Attorney-in-fact