

NAVIDEA BIOPHARMACEUTICALS, INC.  
Form POS AM  
August 30, 2012

As filed with the Securities and Exchange Commission on August 30, 2012

Registration No. 333-168485

**UNITED STATES**

**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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**NAVIDEA BIOPHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

Delaware	31-1080091
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

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425 Metro Place North, Suite 450

Dublin, Ohio 43017-1367

(614) 793-7500

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

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Brent L. Larson

Senior Vice President and Chief Financial Officer

Navidea Biopharmaceuticals, Inc.

425 Metro Place North, Suite 450

Dublin, Ohio 43017-1367

(614) 793-7500

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

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Copies of Correspondence to:

William J. Kelly, Jr., Esq.

Brett P. Thornton, Esq.

Porter, Wright, Morris & Arthur LLP

41 South High Street, Suite 2800

Columbus, Ohio 43215-6194

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wjkelly@porterwright.com

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Approximate date of commencement of proposed sale to the public: Not Applicable

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. o

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. "

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):

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

## **EXPLANATORY NOTE**

### **Deregistration of Securities**

Navidea Biopharmaceuticals, Inc. (which we refer to as the "Company," "we," or "us") originally registered: (1) the sale of our common stock, warrants for the purchase of our common stock, and units comprised of a combination of our common stock and warrants for the purchase of our common stock, in one or more offerings up to a total dollar amount of \$20,000,000 (the "Registered Securities"); and (2) the resale of 15,000,000 shares of our common stock owned by Platinum-Montaur Life Sciences, LLC (the "Selling Stockholder") and its transferees, pursuant to a Registration Statement on Form S-3 (File No. 333-168485) filed with the Securities and Exchange Commission (the "SEC") on August 3, 2010, which Registration Statement the SEC declared effective on August 9, 2010 (the "Registration Statement").

We have filed this Post-effective Amendment No. 1 to remove from registration: (1) all of the Registered Securities registered under the Registration Statement that remain unsold as of the date of this Post-effective Amendment No. 1; and (2) the 15,000,000 shares of common stock that are registered for resale by the Selling Stockholder under the Registration Statement but that have not been sold. Therefore, we hereby respectfully request that the Securities and Exchange Commission remove from registration: (1) those Registered Securities that were registered pursuant to the Registration Statement and remain unsold thereunder; and (2) the 15,000,000 shares of common stock that are registered for resale by the Selling Stockholder under the Registration Statement but that have not been sold. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statement.

Item 16. Exhibits

Exhibit Number Exhibit Description

\* 24.1 Power of Attorney

\* Filed herewith.

**Signatures**

In accordance with 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 of filing on Form S-3 and has duly caused this Post-effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned in the City of Dublin, Ohio, on August 30, 2012.

**Navidea Biopharmaceuticals, Inc.**

By: /s/ Brent L. Larson

Brent L. Larson, Senior Vice President, Chief Financial Officer, Treasurer and Secretary

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
* Mark J. Pykett Mark J. Pykett, Ph.D.	President, Chief Executive Officer and Director  (principal executive officer)	August 30, 2012
/s/ Brent L. Larson Brent L. Larson	Senior Vice President, Chief Financial Officer, Treasurer and Secretary  (principal financial officer and principal accounting officer)	August 30, 2012
* Gordon A. Troup Gordon A. Troup	Chairman of the Board of Directors	August 30, 2012
* Peter F. Drake Peter F. Drake, Ph.D.	Director	August 30, 2012
* Brendan A. Ford Brendan A. Ford	Director	August 30, 2012
Jess E. Jones, M.D.	Director	
* Eric K. Rowinsky Eric K. Rowinsky, M.D.	Director	August 30, 2012

\* By: /s/ Brent L. Larson  
Brent L. Larson, attorney-in-fact for each of the persons indicated