

APPLIED DNA SCIENCES INC
Form POS AM
February 20, 2009

As filed with the Securities and Exchange Commission on February 19 , 2009

Registration No. 333-153133
333-122848

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

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

Applied DNA Sciences, Inc.
(Exact name of registrant as
specified in its charter)

Delaware
(State or other jurisdiction
of
incorporation or
organization)

2836
(Primary Standard Industrial
Classification Code Number)

59-2262718
(I.R.S. Employer
Identification Number)

25 Health Sciences Drive, Suite
113
Stony Brook, New York 11790
(631) 444-6862
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

James A. Hayward, Ph.D., Sc.D., Chief Executive Officer
Applied DNA Sciences, Inc.
25 Health Sciences Drive, Suite 113
Stony Brook, New York 11790
(631) 444- 6370
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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With copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared 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, 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 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, 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.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
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The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Pursuant to Rule 429 of the Securities Act, this Post-Effective Amendment includes a Combined Prospectus relating to this Registration Statement and Registration Statement File No. 333-122848. Pursuant to Rule 429(b) of the Securities Act, this Post-Effective Amendment also serves as Post-Effective Amendment No. 1 to Registration Statement File No. 333-122848.

NOTE REGARDING REGISTRATION

This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-153133) as initially filed with the Securities and Exchange Commission ("SEC") on August 22, 2008, as last amended on November 6, 2008, is being filed for the purposes of (A) including the Registrant's audited financial statements for the year ended September 30, 2008 and the Registrant's unaudited financial statements for the quarter ended December 31, 2008, and (B) reflecting information disclosed in the Registrant's annual report on Form 10-K for the year ended September 30, 2008, as filed with the SEC on December 16, 2008, the Registrant's current reports on Form 8-K, as filed with the SEC on December 22, 2008 and January 16, 2009, and the Registrant's quarterly report on Form 10-Q for the period ended December 31, 2008 as filed with the SEC on February 17, 2009.

Pursuant to Rule 429 of the Securities Act of 1933, as amended, this Registration Statement also serves as Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-122848) as initially filed with the SEC on February 15, 2005, as last amended on July 22, 2008.

NOTE REGARDING REGISTRATION FEES

The Registrant previously paid a registration fee of \$104.71 in connection with the initial filing of the registration statement on Form S-1 (No. 333-153133) filed with the SEC on August 22, 2008, as last amended on November 6, 2008. The Registrant previously paid a registration fee of \$6,639.68 in connection with the initial filing of the registration statement on Form SB-2 (No. 333-122848) filed with the SEC on February 15, 2005, as last amended on July 22, 2008.

The information in this Prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED FEBRUARY 19 , 2009

APPLIED DNA SCIENCES, INC.
67,576,201 SHARES OF
COMMON STOCK

This prospectus relates to the resale by the selling stockholders of up to 67,576,201 shares of our common stock, which consists of (i) 16,948,877 shares of common stock issued upon the automatic conversion of secured promissory notes issued to investors in private placements during the period from March 2006 through June 2007, (ii) 657,500 shares of common stock issued to consultants in February 2006, (iii) up to 16,400,000 shares of common stock issuable upon the exercise of common stock purchase warrants issued to investors in private placements during the period from March 2006 through June 2007 at an exercise price of \$.50 per share, (iv) up to 10,400,000 shares of common stock issuable upon the exercise of common stock purchase warrants issued to employees, directors and consultants in February 2006 at an exercise price of \$.09 per share, (v) 7,220,324 shares of common stock issued upon the conversion of the promissory notes issued in connection with the January and February 2005 offering, (vi) up to 1,207,500 shares of common stock issuable upon the exercise of common stock purchase warrants at an exercise price of \$.60 per share, and (vii) up to 14,742,000 shares of common stock issuable upon the exercise of common stock purchase warrants at an exercise price of \$.75 per share.

The selling stockholders may sell common stock from time to time in the principal market on which the stock is traded at the prevailing market price or in negotiated transactions or a combination of such methods of sale directly or through brokers. We will not receive any proceeds from the sales by the selling stockholders, but we will receive funds from the exercise of warrants held by selling stockholders, if exercised. We will pay the expenses of registering these shares.

Our shares of common stock are quoted on the OTC Bulletin Board. Our shares are quoted under the symbol "APDN.OB". On February 18 , 2009, the closing sales price for our common stock on the OTC Bulletin Board was \$ 0.05 per share.

The purchase of the securities offered through this prospectus involves a high degree of risk. See section entitled "Risk Factors" beginning on page 4.

Neither the U.S. Securities and Exchange Commission ("SEC") nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The Date of This Prospectus Is _____ , 2009.

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Please read this prospectus carefully. It describes our business, our financial condition and results of operations. We have prepared this prospectus so that you will have the information necessary to make an informed investment decision. You should rely only on information contained in this prospectus. We have not authorized any other person to provide you with different information. The selling stockholders are offering to sell shares of our common stock and seeking offers to buy shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of the prospectus, regardless of the time the prospectus is delivered or the common stock is sold.

In this prospectus “Applied DNA,” “we,” “us” and “our” refer to Applied DNA Sciences, Inc. and its subsidiaries. Applied DNA and SigNature are the subject of our trademark applications pending registration with the United States Patent and Trademark Office. This prospectus contains other product names, trade names and trademarks of Applied DNA Sciences, Inc. and of other organizations.