

REPROS THERAPEUTICS INC.

Form S-3MEF

September 29, 2008

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**As filed with the Securities and Exchange Commission on September 29, 2008
Registration No. 333-**

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

**FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
Repos Therapeutics Inc.
(Exact name of registrant as specified in its charter)**

| | | |
|--|--|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 2834 (Primary Standard Industrial Classification Code Number) 2408 Timberloch Place, Suite B-7 The Woodlands, TX 77380 (281) 719-3400 | 76-0233274 (I.R.S. Employer Identification Number) |
|--|--|---|

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

Joseph S. Podolski
President and Chief Executive Officer
Repos Therapeutics Inc.
2408 Timberloch Place, Suite B-7
The Woodlands, TX 77380
(281) 719-3400

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

Copies to:
Paul D. Aubert, Esq.
Winstead PC
600 Town Center One
1450 Lake Robbins Drive
The Woodlands, TX 77380
(281) 681-5900

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this Registration Statement.

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 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, check the following box and list the Securities Act registration statement number of the earlier effective registration

statement for the same offering. Registration No. 333-137109

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):

Large accelerated filer
 Accelerated filer
 Non-accelerated filer
 Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(1)(2) |
|---|--------------------------------|--|---|---|
| Common Stock, par value \$.001 per share. | 400,000 | \$5.92 | \$2,368,000 | \$100 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act and based on the average high and low prices per share of common stock on September 23, 2008 as reported on the Nasdaq Global Market.

(2) The Registrant previously paid filing fees of \$4,342 in connection with the previous filing of the Registration

Statement on
Form S-3 (File
No. 333-137109),
which
Registration
Statement
contemplated a
registration of
5,000,000 shares.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

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EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-3 is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Repros Therapeutics Inc., a Delaware corporation, pursuant to Rule 462(b) and General Instruction IV.A of Form S-3, both as promulgated under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent and accountants' consents. This Registration Statement relates to the Registrant's Registration Statement on Form S-3 (File No. 333-137109) that was initially filed by the Registrant on September 5, 2006 and was declared effective by the Securities and Exchange Commission on September 15, 2006. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Company by 400,000 shares. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-3, as amended (File No. 333-137109), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

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Opinion of Winstead PC

Consent of PricewaterhouseCoopers LLP

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**PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS**

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

| Exhibit Number | Identification of Exhibit |
|-----------------------|---|
| 5.1* | Opinion of Winstead PC |
| 23.1* | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm. |
| 23.2* | Consent of Winstead PC (included in Exhibit 5.1). |
| 24.1 | Power of Attorney. Exhibit 24.1 to the Company's Registration Statement on Form S-3 (No. 333-137109) as filed with the Commission on September 5, 2006 is incorporated herein by reference. |

* Filed herewith.

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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 of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The Woodlands, Montgomery County, State of Texas, on September 29, 2008.

REPROS THERAPEUTICS INC.

By: /s/ Joseph S. Podolski
Joseph S. Podolski
President and Chief Executive
Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signatures | Title | Date |
|--|--|--------------------|
| /s/ Joseph S. Podolski Joseph S. Podolski | President, Chief Executive Officer and Director (Principal Executive Officer) | September 29, 2008 |
| /s/ Louis Ploth, Jr. Louis Ploth, Jr. | Vice President, Business Development, Chief Financial Officer, Secretary and Director (Principal Financial and Accounting Officer) | September 29, 2008 |
| * Daniel F. Cain | Chairman of the Board | September 29, 2008 |
| * Jean L. Fourcroy, M.D., Ph.D., M.P.H. | Director | September 29, 2008 |
| * Jeffrey R. Harder | Director | September 29, 2008 |
| * Nola Masterson | Director | September 29, 2008 |
| * David Poorvin, Ph.D. | Director | September 29, 2008 |

* By: /s/ Joseph S. Podolski

Joseph S. Podolski, as Attorney in fact

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