

SOMANETICS CORP
Form POS AM
April 03, 2008

Table of Contents

As filed with the Securities and Exchange Commission on April 3, 2008.

Registration No. 333-59376

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

SOMANETICS CORPORATION
(Exact name of registrant as specified in its charter)

MICHIGAN
(State or other jurisdiction of
incorporation or organization)

38-2394784
(I.R.S. Employer
Identification No.)

**1653 East Maple Road
Troy, Michigan 48083-4208
(248) 689-3050**

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

**Bruce J. Barrett
President and Chief Executive Officer
Somanetics Corporation
1653 East Maple Road
Troy, Michigan 48083-4208
(248) 689-3050**

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

Copies to:
**Robert J. Krueger
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
Detroit, Michigan 48226-3506
(313) 465-7452
Fax No.: (313) 465-7453**

Approximate date of commencement of proposed sale to the public: After the effective date of this Registration Statement, depending upon market conditions.

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, 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):

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 (1) | Proposed Maximum Offering Price Per Share * | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (3) |
|---|------------------------------------|--|--|---------------------------------------|
| Common Shares, par value \$.01 per share | 1,225,000 | \$2.065 | \$2,529,625.00 | \$684.04 |

(1) Reflects the deregistration of 100,000 shares that were not sold prior to the termination of the offering.

(2) Estimated solely for the purpose of computing the registration fee, based on the average of the high and low reported sale prices of the Registrant's common shares on April 16, 2001 as reported on The Nasdaq SmallCap

Market,
pursuant to
Rule 457(c).

- (3) The registration fee was paid upon the filing of the original registration statement.
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TABLE OF CONTENTS

SIGNATURES

Table of Contents

This Post-Effective Amendment No. 1 is being filed (1) to deregister 100,000 Common Shares that were not sold prior to the termination of the offering, and (2) to disclose the completion of the offering of the remaining shares.

Table of Contents**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 post-effective amendment no. 1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on April 3, 2008.

SOMANETICS CORPORATION
(Registrant)

By: /s/ Bruce J. Barrett
Bruce J. Barrett
Its: President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| /s/ Bruce J. Barrett Bruce J. Barrett | President and Chief Executive Officer and a Director (Principal Executive Officer) | April 3, 2008 |
| /s/ William M. Iacona William M. Iacona | Vice President and Chief Financial Officer, Controller, and Treasurer (Principal Financial Officer and Principal Accounting Officer) | April 3, 2008 |
| /s/ James I. Ausman James I. Ausman, M.D., Ph.D. | Director | April 3, 2008 |
| /s/ Daniel S. Follis Daniel S. Follis | Director | April 3, 2008 |
| /s/ Robert R. Henry Robert R. Henry | Director | April 2, 2008 |
| /s/ John P. Jumper John P. Jumper | Director | April 2, 2008 |
| /s/ Richard S. Sorensen Richard R. Sorensen | Director | April 3, 2008 |