CHIRON CORP Form POS AM August 02, 2005

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As filed with the Securities and Exchange Commission on August 2, 2005

Registration Statement No. 333-109045

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

CHIRON CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

94-2754624

(I.R.S. Employer Identification No.)

4560 Horton Street Emeryville, CA 94608

(Address of principal executive offices) (Zip Code)

Ursula B. Bartels, Vice President, General Counsel and Secretary Chiron Corporation 4560 Horton Street Emeryville, CA 94608

(Name and address of agent for service)

(510) 665-8730

(Telephone number, including area code, of agent for service)

APPROXIMATE DATE 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. o

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. 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

This Post-Effective Amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933 on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

Chiron Corporation, a Delaware corporation ("Chiron"), filed a Registration Statement on Form S-3 (File No. 333-109045) (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") on September 23, 2003, registering \$500,000,000 in principal amount of 15/8% Convertible Debentures due 2033 (the "Debentures") and 7,305,650 shares of Chiron's common stock into which the Debentures are convertible (the "Conversion Shares") to be offered from time-to-time by the selling shareholders named therein (the "Offering"). The Commission declared the Registration Statement effective on January 9, 2004.

In accordance with the undertaking contained in Part II, Item 17(3) of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, Chiron files this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to remove from registration all of the Debentures and Conversion Shares that were subject to the Offering but remain unsold as of the date hereof. Chiron is deregistering these securities because its obligation to maintain the effectiveness of the Registration Statement pursuant to the terms of its registration rights agreement with the selling shareholders has expired.

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 the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Emeryville, County of Alameda, State of California on August 2, 2005.

By:	/s/ HOWARD H. PIEN
'	Howard H. Pien, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ HOWARD H. PIEN	Chief Executive Officer and Chairman of the	August 2, 2005
Howard H. Pien	Board (Principal Executive Officer)	
/s/ DAVID V. SMITH	Vice President, Chief Financial Officer (Principal	August 2, 2005
David V. Smith	Financial and Accounting Officer)	
*	Director	August 2, 2005
Raymund Breu		i guita y a ta
*	Director	August 2, 2005
Vaughn D. Bryson	Director	114gust 2, 2003
*	Director	August 2, 2005
Lewis W. Coleman	Director	
*	Director	August 2, 2005
Pierre E. Douaze	Director	
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	* J. Richard Fredericks	Director	August 2, 2005
	* Paul L. Herrling	— Director	August 2, 2005
	* Denise M. O'Leary	Director	August 2, 2005
	* Edward E. Penhoet	— Director	August 2, 2005
	* Pieter J. Strijkert	Director	August 2, 2005
*By:	/s/ DAVID V. SMITH		
•	David V. Smith, as Attorney-in-Fact	4	

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DEREGISTRATION OF SECURITIES SIGNATURES