

NexCen Brands, Inc.
Form POS AM
March 25, 2010

As filed with the Securities and Exchange Commission on March 25, 2010

No. 333-137365

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

NEXCEN BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware

20-2783217

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification Number)

1330 Avenue of the Americas, 34th Floor
New York, NY 10019
(212) 277-1100

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

Kenneth J. Hall
Chief Executive Officer

1330 Avenue of the Americas, 34th Floor
New York, NY 10019
(212) 277-1100

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

Copies of all communications, including communications sent to agent for service, should be sent to:

Mark D. Director, Esq.
Andrew M. Herman, Esq.
Kirkland & Ellis LLP
655 15th Street, N.W.
Washington, DC 20005
(202) 879-5000

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. "

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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 431(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

Explanatory Note:

NexCen Brands, Inc. (the “Company”), filed Form S-3 Registration Statement No. 333-137365 (the “Registration Statement”) on September 15, 2006, and it was later declared effective. As the Company is not presently eligible to use Form S-3, the purpose of this Post-effective Amendment No. 1 to the Registration Statement is to terminate the Registration Statement and to deregister any remaining shares of the Company’s common stock, par value \$0.01, registered pursuant to the Registration Statement but not sold pursuant to the Registration Statement as of the date this Post-effective Amendment No. 1 is filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 New York, state of New York, on March 24, 2010.

NEXCEN BRANDS, INC.

By: */s/ Kenneth J. Hall*
 KENNETH J. HALL
 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 |
|---|---|----------------|
| <i>/s/ Kenneth J. Hall</i> KENNETH J. HALL | Chief Executive Officer (Principal Executive Officer) | March 24, 2010 |
| <i>/s/ Mark E. Stanko</i> MARK E. STANKO | Chief Financial Officer (Principal Financial Officer) | March 24, 2010 |
| <i>/s/ Brian Lane</i> BRIAN LANE | Vice President, Chief Accounting Officer (Principal Accounting Officer) | March 24, 2010 |
| <i>/s/ David S. Oros</i> DAVID S. OROS | Chairman of the Board | March 24, 2010 |
| <i>/s/ James T. Brady</i> JAMES T. BRADY | Director | March 24, 2010 |
| <i>/s/ Paul Caine</i> PAUL CAINE | Director | March 24, 2010 |
| <i>/s/ Edward J. Mathias</i> EDWARD J. MATHIAS | Director | March 24, 2010 |
| <i>/s/ George P. Stamas</i> GEORGE P. STAMAS | Director | March 24, 2010 |