SANUWAVE Health, Inc.
Form POS AM
July 02, 2018

As filed with the Securities and Exchange Commission on July 2, 2018
Registration No. 333-208676

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

Post-Effective Amendment No. 2 to
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SANUWAVE Health, Inc.
(Exact name of registrant as specified in its charter)

Nevada (State or other Jurisdiction of Incorporation or Organization)	3841 (Primary Standard Industrial Classification Code Number)	20-1176000 (I.R.S. Employer Identification No.)

3360 Martin Farm Road, Suite 100
Suwanee, Georgia 30024
(770) 419-7525

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

Kevin A. Richardson, II
Acting Chief Executive Officer
SANUWAVE Health, Inc.
3360 Martin Farm Road, Suite 100
Suwanee, Georgia 30024
(770) 419-7525

(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:

John C. Ethridge, Jr., Esq.
Smith, Gambrell & Russell, LLP
Promenade II, Suite 3100
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309
(404) 815-3500

Approximate date of commencement of proposed sale to the public: This Post-Effective Amendment No. 2 to Form S-1 Registration Statement (Registration No. 333-208676) is being filed to deregister all of the Units and underlying securities that were registered but unsold under the Registration Statement.

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, 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.

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 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

This Post-Effective Amendment No. 2 to Form S-1 Registration Statement (Registration No. 333-208676) shall become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933.

Explanatory Note

Deregistration of Unsold Securities

SANUWAVE Health, Inc. (the “Registrant”) filed Registration Statement on Form S-1 (Registration No. 333-208676) (the “Registration Statement”), which was declared effective by the Securities and Exchange Commission on February 16, 2016. The Registrant is filing this Post-Effective Amendment No. 2 to the Registration Statement to terminate the Registration Statement and deregister all of the securities thereunder that remain unsold as of the date hereof, consisting of (1) resale by the selling stockholders listed in the prospectus thereto of 23,545,114 outstanding shares of the Registrant’s common stock, par value $0.001 per share (the “Common Stock”), (2) resale of 28,483,337 shares of Common Stock issuable upon the exercise of warrants by such selling stockholders and (3) resale of 958,334 shares of Common Stock issuable upon exercise of warrants by the placement agents for the private placements described in such prospectus.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Suwanee, State of Georgia, on July 2, 2018.

SANUWAVE Health, Inc.

By: /s/ Kevin A. Richardson, II
Name: Kevin A. Richardson, II
Title: Acting Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin A. Richardson, II, as his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement and to sign a registration statement pursuant to Section 462(b) of the Securities Act of 1933, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signatures	Capacity	Date
By: /s/ Kevin A. Richardson, II Name: Kevin A. Richardson, II	Director and Acting Chief Executive Officer (principal executive officer)	July 2, 2018
By: /s/ Lisa Sundstrom Name: Lisa Sundstrom	Chief Financial Officer (principal financial and accounting officer)	July 2, 2018
By: /s/ John F. Nemelka Name: John F. Nemelka	Director	July 2, 2018
By: /s/ Alan L. Rubino Name: Alan L. Rubino	Director	July 2, 2018
By: /s/ A. Michael Stolarski Name: A. Michael Stolarski	Director	July 2, 2018
By: /s/ Maj-Britt Kaltoft Name: Maj-Britt Kaltoft	Director	July 2, 2018