

ALIGN TECHNOLOGY INC
Form POS AM
April 19, 2005

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As filed with the Securities and Exchange Commission on April 19, 2005

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

ALIGN TECHNOLOGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

94-3267295
(I.R.S. Employer Identification No.)

881 Martin Avenue
Santa Clara, CA 95050
(Address of Principal Executive Offices)

Eldon M. Bullington
Chief Financial Officer
Align Technology, Inc.
881 Martin Avenue
Santa Clara, CA 95050
(408) 470-1000

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

Copies to:

Chris Fennell, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300

Roger E. George
General Counsel
Align Technology, Inc.
881 Martin Avenue
Santa Clara, CA 95050
(408) 470-1000

APPROXIMATE DATE OF COMMENDMENT 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 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.

DEREGISTRATION OF SHARES.

The Registration Statement on Form S-3 (Registration No.333-109800) (the "Registration Statement") of Align Technology, Inc. ("Align"), pertaining to the registration of 9,578,943 shares of Align's common stock, to which this Post-Effective Amendment No. 1 relates, was initially filed with the Securities and Exchange Commission on October 17, 2003.

This Post-Effective Registration Statement No. 1 is being filed to deregister those shares that remain unsold under the Registration Statement as of the date hereof because Align's obligation to keep the Registration Statement effective has expired. By filing this Post-Effective Amendment No. 1, Align hereby deregisters any such unsold shares and the Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Santa Clara, State of California, on this 19th day of April, 2005.

ALIGN TECHNOLOGY, INC.

By: _____ /s/ ELDON M. BULLINGTON

Eldon M. Bullington
Chief Financial Officer
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on this 19th day of April, 2005.

Signature	Title	Date
_____ /s/ THOMAS M. PRESCOTT _____ Thomas M. Prescott	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 19, 2005
_____ /s/ ELDON M. BULLINGTON _____ Eldon M. Bullington	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 19, 2005
* _____	Director	April 19, 2005
H. Kent Bowen * _____	Director	April 19, 2005
David E. Collins * _____	Director	April 19, 2005
Brian Dovey * _____	Director	April 19, 2005
Joseph Jacob _____	Director	April 19, 2005

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Greg Santora

Director

April 19, 2005

*

Kelsey Wirth

Director

April 19, 2005

C. Raymond Larkin, Jr.

Director

Warren S. Thaler

Director

*By: /s/ ELDON M. BULLINGTON

Eldon M. Bullington

Attorney-in-Fact

April 19, 2005

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DEREGISTRATION OF SHARES.

SIGNATURES