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HEMISPHERX BIOPHARMA INC

Form POS AM

April 22, 2004

As filed with the Securities and Exchange Commission on April 22, 2004  
Registration No. 333- SEC File No 333-102513

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3  
ON FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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HEMISPHERX BIOPHARMA, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

52-0845822  
(I.R.S. Employer Identification No.)  
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1617 JFK Boulevard  
Philadelphia, Pennsylvania 19103  
(215) 988-0080

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

--  
William A. Carter, M.D., Chief Executive Officer  
Hemispherx Biopharma, Inc.  
1617 JFK Boulevard  
Philadelphia, Pennsylvania 19103  
(215) 988-0080

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

Copies of all communications to:  
Richard Feiner, Esq.  
Silverman Sclar Shin & Byrne PLLC  
381 Park Avenue South, Suite 1601  
New York, New York, 10016  
(212) 779-8600  
Fax (212) 779-8600

Approximate date of proposed sale to the public: Not Applicable.

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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 ("Securities Act"), other than securities offered only in connection with dividend or 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 462(c) under the Securities Act, check the following box and list the Securities Act registration 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. [ ]

The registrant hereby deregisters all of the securities of the registrant previously registered in the original Registration Statement on Form S-3 filed with the Commission on January 14, 2003. These securities consisted of 499,996 warrants to purchase shares of our common stock and 5,499,996 shares of our common stock. No securities were sold pursuant to the Registration Statement.

The registrant is using Form S-1 because it does not currently meet all of the requirements for use of Form S-3.

SIGNATURES

Pursuant to the requirement of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Philadelphia, Commonwealth of Pennsylvania, on the 22th day of April, 2004.

HEMISPHERX BIOPHARMA, INC.  
(Registrant)

By: /s/ William A. Carter  
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William A. Carter, M.D.,  
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 indicated on the dates indicated.

Signature	Title	Date
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/s/ William A. Carter -----	Chairman of the Board, Chief Executive Officer	April 22, 2004

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William A. Carter, M.D.	(Principal Executive) and Director	
Richard Piani*	Director	April 22, 2004
Robert E. Peterson*	Chief Financial Officer and Chief Accounting Officer	April 22, 2004
Ransom Etheridge*	Secretary And Director	April 22, 2004
William Mitchell, M.D., Ph.D.*	Director	April 22, 2004
Traj-Eqhbali Kiani, M.D.	Director	

\* By: /s/ William A. Carter  
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William A. Carter, M.D.,  
Attorney-in-Fact