

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 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 for the same offering. o

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. o

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

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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Greg Santora

Director

April 19, 2005

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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