

AMBIT BIOSCIENCES CORP  
Form POS AM  
November 20, 2014

[Registration No. ]

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1**

**to**

**Form S-3**

**Registration Statement No. 333-198087**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Ambit Biosciences Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**33-0909648**  
**(I.R.S. Employer**  
**Identification No.)**

**11080 Roselle St.**

**San Diego, California 92121**

**(858) 334-2100**

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

**Michael Martino**

**Ambit Biosciences Corporation**

**11080 Roselle St.**

**San Diego, California 92121**

**(858) 334-2100**

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

**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.

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.

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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 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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  (Do not check if a smaller reporting company)

Smaller reporting company

### DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statement filed by Ambit Biosciences Corporation, a Delaware corporation (the Registrant ), on Form S-3 (the Registration Statement ):

the Registration Statement on Form S-3 (Registration No. 333-198087) filed with the SEC on August 12, 2014, under which an indeterminate number of Shares were registered.

On November 10, 2014, pursuant to the Agreement and Plan of Merger, dated September 28, 2014, among the Registrant, Daiichi Sankyo Company, Limited ( Daiichi Sankyo ) and Charge Acquisition Corp. ( Purchaser ), Purchaser merged with and into the Registrant, with the Registrant surviving as the continuing corporation (the Merger ). As a result of the Merger, the Registrant became a wholly owned subsidiary of Daiichi Sankyo.

As a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration any Shares registered pursuant to the Registration Statement that remain unsold as of the date hereof.

**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 the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on the 20th day of November 2014.

**AMBIT BIOSCIENCES CORPORATION**

By: /s/ Michael Martino

Name: Michael Martino

Title: CEO and President

No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 under the Securities Act.