

NexCen Brands, Inc.  
Form POS AM  
November 02, 2010

As filed with the Securities and Exchange Commission on November 2, 2010

No. 333-48898

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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NEXCEN BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

20-2783217  
(I.R.S. Employer Identification Number)

c/o XRoads Solutions Group, LLC  
400 Madison Avenue, 3rd Floor  
New York, NY 10017  
(212) 277-1100 and (212) 610-5631  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Dennis Simon  
President  
c/o XRoads Solutions Group, LLC  
400 Madison Avenue, 3rd Floor  
New York, NY 10017  
(212) 610-5631  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies of all communications, including communications sent to agent for service, should be sent to:

Mark D. Director, Esq.  
Andrew M. Herman, Esq.  
Kirkland & Ellis LLP  
655 15th Street, N.W.  
Washington, DC 20005  
(202) 879-5000

Approximate date of commencement 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, 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 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 431(b) under the Securities Act, check the following box. "

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 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 "

Smaller Reporting Company

Explanatory Note:

NexCen Brands, Inc. (the "Company"), filed Form S-3 Registration Statement No. 333-48898 (the "Registration Statement") on October 30, 2000, and it was later declared effective. As the Company is not presently eligible to use Form S-3, the purpose of this Post-effective Amendment No. 1 to the Registration Statement is to terminate the Registration Statement and to deregister any remaining shares of the Company's common stock, par value \$0.01, registered pursuant to the Registration Statement but not sold pursuant to the Registration Statement as of the date this Post-effective Amendment No. 1 is filed with the Securities and Exchange Commission.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on November 1, 2010.

NEXCEN BRANDS, INC.

By: */s/ Dennis Simon*  
**DENNIS SIMON**  
 President

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 and on the dates indicated.

SIGNATURE	TITLE	DATE
<i>/s/ Dennis Simon</i>	President	November 1, 2010
DENNIS SIMON	(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	
<i>/s/ David S. Oros</i>	Chairman of the Board	November 1, 2010
DAVID S. OROS		
<i>/s/ James T. Brady</i>	Director	November 1, 2010
JAMES T. BRADY		
<i>/s/ Paul Caine</i>	Director	November 1, 2010
PAUL CAINE		
<i>/s/ Edward J. Mathias</i>	Director	November 1, 2010
EDWARD J. MATHIAS		
<i>/s/ George P. Stamas</i>	Director	November 1, 2010
GEORGE P. STAMAS		

