

ARADIGM CORP
Form S-1MEF
January 25, 2007

As filed with the Securities and Exchange Commission on January 25, 2007

Registration No. 333-

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

**FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

Aradigm Corporation
(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

94-3133088
(I.R.S. Employer
Identification Number)

**3929 Point Eden Way
Hayward, California 94545
(510) 265-9000**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Dr. Igor Gonda
President and Chief Executive Officer
ARADIGM CORPORATION
3929 Point Eden Way
Hayward, California 94545
(510) 265-9000
(Name, address, including zip code, and telephone number, including area code, of agent for service)
Copies to:

James C. Kitch, Esq.
Peter H. Werner, Esq.
Tarak I. Shah, Esq.
COOLEY GODWARD KRONISH LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, California 94306
(650) 843-5000

Jeffrey S. Marcus, Esq.
J. Nathan Jensen, Esq.
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
(212) 468-8000

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

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, 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. 333-138169

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 post-effective amendment filed pursuant to Rule 462(d) 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount Being Registered (1)	Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, no par value	3,450,000	\$0.95	\$3,277,500	\$350.69

(1) Includes 450,000 shares that the underwriters have the option to purchase to cover over-allotments, if any.

(2) The Registrant previously registered an aggregate of \$27,945,000 of its common stock on a Registration Statement on Form S-1 (file no. 333-138169), for which filing fees of \$3,494.62 were previously paid on October 24, 2006.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement relates to the Registration Statement on Form S-1, Securities and Exchange Commission File No. 333-138169 (the "Prior Registration Statement") and is filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and Instruction V to Form S-1, solely to increase the number of shares of the Registrant's common stock registered under the Prior Registration Statement by 3,450,000 shares (including 450,000 shares the underwriters have the option to purchase to cover over-allotments, if any). The contents of the Prior Registration Statement are hereby incorporated by reference.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

Exhibit	Description
5.1	Opinion of Cooley Godward Kronish llp.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5.1).
24.1*	Power of Attorney.
24.2*	Power of Attorney of John M. Siebert.

* Incorporated by reference to the Prior Registration Statement

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Aradigm Corporation has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Hayward, California on the 24th day of January, 2007.

Aradigm Corporation
By: /s/ Igor Gonda

Dr. Igor Gonda, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Igor Gonda	President, Chief Executive Officer and Director	January 24, 2007
Igor Gonda	<i>(Principal Executive Officer)</i>	
/s/ Thomas C. Chesterman	Senior Vice President and Chief Financial Officer	January 24, 2007
Thomas C. Chesterman	<i>(Principal Financial and Accounting Officer)</i>	
*	Director	January 24, 2007
Virgil D. Thompson		
*	Director	January 24, 2007
Frank H. Barker		
*	Director	January 24, 2007
Stephen O. Jaeger		
*	Director	January 24, 2007
John M. Siebert		

By: /s/ Igor Gonda

Igor Gonda
Pursuant to power of attorney

EXHIBIT INDEX

Exhibit	Description
5.1	Opinion of Cooley Godward Kronish llp.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5.1).
24.1*	Power of Attorney.
24.2*	Power of Attorney of John M. Siebert.

* Incorporated by reference to the Prior Registration Statement