

Ignyta, Inc.
Form POS AM
February 12, 2018

As filed with the Securities and Exchange Commission on February 12, 2018

Registration No. 333-208741

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

Post-Effective

Amendment No. 2

to

Form S-3

Registration Statement

No. 333-208741

UNDER

THE SECURITIES ACT OF 1933

IGNYTA, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|-------------------------------|
| Delaware (State or other jurisdiction of | 45-3174872 |
| incorporation or organization) | (I.R.S. Employer |
| 1 DNA Way, Bldg. 82 MS24, | Identification Number) |
| South San Francisco, CA 94080 | |
| (650) 225-1000 | |

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

Bruce Resnick
Roche Holdings, Inc.
1 DNA Way, Bldg. 82 MS24,
South San Francisco, CA 94080
Telephone: (650) 225-1000

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

Copies to:

Sharon R. Flanagan
Jennifer F. Fitchen
Sidley Austin LLP
555 California Street
San Francisco, California 94104
Telephone: (415) 772-1200

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 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, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

DEREGISTRATION OF SECURITIES

Ignyta, Inc., a Delaware corporation (the **Company**), is filing this post-effective amendment (this **Post-Effective Amendment**) to the following Registration Statement on Form S-3 (the **Registration Statement**), which was previously filed with the United States Securities and Exchange Commission (the **SEC**), to deregister any and all securities registered but unsold under such Registration Statement as of the date hereof:

Registration Statement No. 333-208741, initially filed with the SEC on December 23, 2015, as amended by Amendment No. 1 thereto, filed with the SEC on April 13, 2016, registering 2,713,000 shares of the Company's common stock, par value \$0.0001 per share.

On December 21, 2017, the Company entered into an Agreement and Plan of Merger (the **Merger Agreement**) with Roche Holdings, Inc., a Delaware corporation (**Parent**), and Abingdon Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (**Purchaser**). On February 8, 2018, pursuant to the Merger Agreement, Purchaser merged with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the **Merger**).

In connection with the Merger, the Company is terminating all offerings of its securities registered pursuant to the Registration Statement. The Company is filing this Post-Effective Amendment to hereby terminate the effectiveness of the Registration Statement and remove from registration any and all securities registered under the Registration Statement but that remain unsold as of the date hereof. This filing is made in accordance with an undertaking made by the Company in the Registration Statement to remove from registration by means of a post-effective amendment any securities that remain unsold at the termination of the offerings.

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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 12th day of February, 2018. No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

IGNYTA, INC.

By: /s/ Bruce Resnick
Bruce Resnick
Vice President