

HESKA CORP
Form POS AM
August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003
Registration No. 333-55602

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*

HESKA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0192527
(I.R.S. Employer
Identification Number)

**1613 Prospect Parkway
Fort Collins, Colorado 80525
(970) 493-7272**

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

**Robert B. Grieve
Chief Executive Officer and
Chairman of the Board
HESKA CORPORATION
1613 Prospect Parkway
Fort Collins, Colorado 80525
(970) 493-7272**

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

Copies to:
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Wilson Sonsini Goodrich & Rosati
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San Francisco, California 94105**

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(415) 947-2000

Fax: 415) 947-2099

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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 (the Securities Act), 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

On February 14, 2001, Heska Corporation (the Company) filed its Registration Statement on Form S-3 (File No. 333-55602), covering 4,573,000 shares of the Company's common stock to be sold by certain stockholders of the Company. On April 5, 2001, the Securities and Exchange Commission (the Commission) declared the Registration Statement effective.

The Registration Statement was filed to register shares of the Company's common stock issued to certain parties as a result of a private placement on February 6, 2001. As of August 25, 2003, the selling stockholders had resold 346,000 shares registered under the Registration Statement.

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended (the Securities Act), the Company respectfully requests that the Commission withdraw the Company's Registration Statement on Form S-3. The Company is requesting the withdrawal of the Registration Statement because, pursuant to Section 7.1.1(f) of the Stock Purchase Agreement between the Company and the selling stockholders, the Company's obligation to maintain the effectiveness of the Registration Statement expired on April 5, 2003.

Accordingly, the Company hereby de-registers the 4,227,000 shares of its common stock registered pursuant to the Registration Statement remaining unsold thereunder.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Collins, State of Colorado, on this 28th day of August, 2003.

HESKA CORPORATION

BY: /S/ ROBERT B. GRIEVE

Robert B. Grieve
Chief Executive Officer and
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons on behalf of the Registrant on August 28, 2003.

Signature

Title

/S/ ROBERT B. GRIEVE

Chief Executive Officer (Principal Executive Officer)
and Chairman of the Board

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<u>Signature</u>	<u>Title</u>
Robert B. Grieve	
<u>/S/ JASON A. NAPOLITANO</u> Jason A. Napolitano	Executive Vice President, Chief Financial Officer (Principal Financial Officer), and Secretary
<u>/S/ MICHAEL A. BENT</u> Michael A. Bent	Vice President, Controller (Principal Accounting Officer)
<u>/S/ WILLIAM A. AYLESWORTH</u> William A. Aylesworth	Director
<u>/S/ A. BARR DOLAN</u> A. Barr Dolan	Director
<u>/S/ PETER EIO</u> Peter Eio	Director
<u>/S/ G. IRWIN GORDON</u> G. Irwin Gordon	Director
<u>/S/ LYLE A. HOHNKE</u> Lyle A. Hohnke	Director
<u>/S/ JOHN F. SASSEN, Sr.</u> John F. Sassen, Sr.	Director
<u>/S/ LYNNOR B. STEVENSON</u> Lynnor B. Stevenson	Director