

GENENTECH INC  
Form POS AM  
March 26, 2009

As filed with the Securities and Exchange Commission on March 26, 2009

Registration No. 333-37072

# 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*

# GENENTECH, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

94-237624  
(I.R.S. Employer

Identification Number)

1 DNA Way

South San Francisco, California 94080

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

**Sean A. Johnston**

**General Counsel**

**1 DNA Way**

**South San Francisco, California 94080**

**(650) 225-1000**

(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:** This post-effective amendment deregisters those shares of common stock that remain unsold hereunder as of the date hereof.

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.

**DEREGISTRATION OF SECURITIES**

On May 15, 2000, Genentech, Inc. (the Registrant ) filed a registration statement on Form S-3 (File No. 333-37072) (the Registration Statement), which registered shares of the Registrant s common stock, par value \$0.02 per share (the Common Stock ). This Post-Effective Amendment No. 1 is being filed to deregister all authorized shares of Common Stock registered that have not yet been issued under the Registration Statement.

On March 12, 2009, the Registrant entered into an Agreement and Plan of Merger with Roche Holdings, Inc., a Delaware corporation ( Parent ) and Roche Investments USA Inc., a Delaware corporation and wholly-owned subsidiary of Parent ( Roche Investments ) (such agreement, the Merger Agreement ), pursuant to which Roche Investments was merged with and into the Registrant and the Registrant became a wholly-owned subsidiary of Parent on March 26, 2009.

Accordingly, the Registrant hereby deregisters the shares of Common Stock that have not been and will not be issued under the Registration Statement. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on March 26, 2009.

GENENTECH, INC.

By: /s/ Arthur D. Levinson  
*Arthur D. Levinson*  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Arthur D. Levinson	President & Chief Executive Officer	March 26, 2009
Arthur D. Levinson	(Principal Executive Officer)	
/s/ David A. Ebersman	Executive Vice President & Chief Financial Officer	March 26, 2009
David A. Ebersman	(Principal Financial Officer)	
/s/ Robert E. Andreatta	Vice President, Controller & Chief Accounting Officer	March 26, 2009
Robert E. Andreatta	(Principal Accounting Officer)	
/s/ Frank J. D Angelo	Director	March 26, 2009
Frank J. D Angelo		
/s/ Frederick C. Kentz III	Director	March 26, 2009
Frederick C. Kentz III		
/s/ David P. McDede	Director	March 26, 2009
David P. McDede		

**Registration Statement No. 333-37072**