

APPLIED DNA SCIENCES INC

Form S-1

October 02, 2014

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As filed with the Securities and Exchange Commission on October 2, 2014

Registration No.

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

FORM S-1
registration statement under
the securities act of 1933

Applied DNA Sciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	7380 (Primary Standard Industrial Classification Code Number)	59-2262718 (I.R.S. Employer Identification Number)
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50 Health Sciences Drive
Stony Brook, New York 11790
(631) 240-8800
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

James A. Hayward, Ph.D., Sc.D.
Chairman, Chief Executive Officer and President
Applied DNA Sciences, Inc.
50 Health Sciences Drive
Stony Brook, New York 11790
(631) 240-8801

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

With copies to:

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

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, check the following box.

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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 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.

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1) (2)	Amount of Registration Fee
Common Stock (3)	\$ 13,800,000	\$ 1,603.56
Warrants to purchase Common Stock	— (4)	— (5)
Common Stock issuable upon exercise of Warrants (3) (6)	\$ 17,250,000	\$ 2,004.45
Total Registration Fee	\$ 31,050,000	\$ 3,608.01

(1)

- Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”), on the basis of the maximum aggregate offering price of all of the securities to be registered.

(2)

- Includes shares of common stock and warrants to purchase shares of common stock that may be sold pursuant to the exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.

(3)

- Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.

(4)

- The warrants to be issued to investors hereunder are included in the price of the common stock above.

(5)

- No separate registration fee is required pursuant to Rule 457(g) promulgated under the Securities Act.

(6)

- Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act. The warrants are exercisable at a per share exercise price equal to 125% of the public offering price. The proposed maximum aggregate public offering price of the warrants is \$17,250,000, which is equal to 125% of \$13,800,000.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this Prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED OCTOBER 2, 2014
PROSPECTUS

APPLIED DNA SCIENCES, INC.

\$12,000,000 OF SHARES OF COMMON STOCK AND
WARRANTS TO PURCHASE SHARES OF COMMON STOCK

We are offering \$12,000,000 of shares of common stock and warrants to purchase shares of common stock in a firm commitment underwritten public offering. One share of common stock is being sold together with a warrant, with each warrant being immediately exercisable for _____ share of common stock at an exercise price of \$ _____ per share and expiring 5 years after the issuance date.

Our shares of common stock are currently quoted on the OTCQB marketplace, operated by OTC Markets Group, under the symbol “APDN”. We have applied to have our common stock listed on either The NASDAQ Capital Market or the NYSE MKT under the symbol “APDN”. In addition, we intend to apply to list our warrants on either The NASDAQ Capital Market or the NYSE MKT under the symbol “APDNW.” No assurance can be given that our applications will be approved. On October 1, 2014, the last reported sale price of our common stock on the OTCQB was \$0.09 per share.

On August 28, 2014, our stockholders approved a reverse split of our common stock, in a ratio to be determined by our Board of Directors, of not less than 1-for-40 nor more than 1-for-60. We intend to effectuate the reverse split of our common stock in a ratio to be determined by our Board of Directors prior to consummation of this offering.

The purchase of the securities offered through this prospectus involves a high degree of risk. You should consider carefully the risk factors beginning on page 8 of this prospectus before purchasing any of the shares offered by this prospectus. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Per Warrant	Total
Public offering price	\$	\$	\$
Underwriting discounts and commissions (1)	\$	\$	\$
Proceeds, before expenses, to us (3)	\$	\$	\$

(1)

- We have agreed to issue warrants to the underwriter and to reimburse the underwriter for expenses incurred by it in an amount not to exceed \$100,000. We refer you to “Underwriting” beginning on page 77 of this prospectus for additional information regarding total underwriter compensation.

(2)

- We estimate the total expenses of this offering will be approximately \$ _____. We refer you to “Underwriting” for additional information.