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SYNBIOTICS CORP
Form S-3/A
March 18, 2002

As filed with the Securities and Exchange Commission on March 18, 2002
Registration No. 333-42763

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SYNBIOTICS CORPORATION
(Exact name of Registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

95-3737816
(I.R.S. Employer
Identification No.)

11011 Via Frontera, San Diego, California 92127
(858) 451-3771
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

Paul A. Rosinack
President and Chief Executive Officer
SYNBIOTICS CORPORATION
11011 Via Frontera, San Diego, California 92127
(858) 451-3771
(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copy to:

Hayden J. Trubitt, Esq.
BROBECK, PHLEGER & HARRISON LLP
12390 El Camino Real
San Diego, California 92130

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

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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. [X]

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. []

SYNBIOTICS CORPORATION

Deregistration

This registration statement, as amended to the date of its effectiveness (January 13, 1998), registered 759,018 shares of our common stock. These shares were offered for resale by Merial Limited, whose predecessor (Rhone Merieux S.A.S) received the shares in connection with our 1997 acquisition of a Rhone Merieux business unit. Merial Limited has not sold any of the shares, and 137,640 shares were cancelled in connection with the resolution of certain contingencies contained in the acquisition agreement. As Merial Limited is no longer considered to be an "affiliate" under Rule 144, we are deregistering all of the unsold shares at this time. Merial Limited may continue to sell the shares as may be permitted by Rule 144(k). Accordingly, we hereby deregister 759,018 shares of our common stock originally covered by 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on March 18, 2002.

SYNBIOTICS CORPORATION

By: /s/ Paul A. Rosinack

Paul A. Rosinack
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Paul A. Rosinack ----- Paul A. Rosinack	Chief Executive Officer, President and Director (Principal Executive Officer)	March 18, 2002
/s/ Michael K. Green ----- Michael K. Green	Chief Financial Officer and Senior Vice President (Principal Financial Officer)	March 18, 2002
/s/ Keith A. Butler ----- Keith A. Butler	Corporate Controller (Principal Accounting Officer)	March 18, 2002
/s/ Thomas A. Donelan ----- Thomas A. Donelan	Director	March 18, 2002
/s/ Christopher P. Hendy ----- Christopher P. Hendy	Director	March 18, 2002