

VERMILLION, INC.  
Form S-8 POS  
April 13, 2009

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-53530  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-61334  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-89834  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-105538  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-113938  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-117734  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-122818  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form S-8 Registration Statement No. 333-133058  
UNDER  
THE SECURITIES ACT OF 1933**

**VERMILLION, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**33-059-5156**  
(IRS Employer  
Identification No.)

**47350 Fremont Blvd.  
Fremont, California 94538  
(510) 226-2800**  
(Address of principal executive offices) (Zip Code)

**1993 Stock Option Plan  
2000 Stock Plan  
2000 Employee Stock Purchase Plan  
(Full title of the Plans)**

**Gail S. Page**  
**Executive Chair of the Board of  
Directors**  
**47350 Fremont Blvd.  
Fremont, California 94538**  
(Name and address of agent for service)

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**(510) 226-2800**

**(Telephone number, including area code, of agent for service)**

**With copies to:**

**Robert A. Claassen, Esq.**

**Paul, Hastings, Janofsky & Walker LLP**

**1117 S. California Avenue**

**Palo Alto, California 94304**

**(650) 320-1800**

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. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

**EXPLANATORY STATEMENT**

This Post-Effective Amendment relates to the following Registration Statements filed on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement No. 333-53530 registering 1,507,216 shares of common stock for the 1993 Stock Option Plan, 1,075,000 shares of common stock for the 2000 Stock Plan, and 215,000 shares of common stock for the 2000 Employee Stock Purchase Plan
2. Registration Statement No. 333-61334 registering 325,000 shares of common stock for the 2000 Stock Plan
3. Registration Statement No. 333-89834 registering 1,150,000 shares of common stock for the 2000 Stock Plan and 150,000 shares of common stock for the 2000 Employee Stock Purchase Plan
4. Registration Statement No. 333-105538 registering 1,100,000 shares of common stock for the 2000 Stock Plan and 250,000 shares of common stock for the 2000 Employee Stock Purchase Plan
5. Registration Statement No. 333-113938 registering 1,400,000 shares of common stock for the 2000 Stock Plan and 290,795 shares of common stock for the 2000 Employee Stock Purchase Plan
6. Registration Statement No. 333-117734 registering 250,000 shares of common stock for the 2000 Employee Stock Purchase Plan
7. Registration Statement No. 333-122818 registering 900,000 shares of common stock for the 2000 Stock Plan and 180,000 shares of common stock for the 2000 Employee Stock Purchase Plan
8. Registration Statement No. 333-133058 registering 1,300,000 shares of common stock for the 2000 Stock Plan and 170,000 shares of common stock for the 2000 Employee Stock Purchase Plan

This Post-Effective Amendment to the Registration Statements is being filed solely to deregister any and all securities previously registered under the Registration Statements that remain unsold.

**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-8, and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on April 8, 2009.

VERMILLION, INC.

By: /s/ Gail S. Page  
Name: Gail S. Page  
Title: Executive Chair of the Board of  
Directors

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gail S. Page	Executive Chair of the Board of Directors	April 8, 2009
Gail S. Page		
/s/ John F. Hamilton	Director	April 9, 2009
John F. Hamilton		