

ACADIA PHARMACEUTICALS INC  
Form S-3MEF  
April 21, 2006

As filed with the Securities and Exchange Commission on April 24, 2006

Registration No. 333-

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**ACADIA PHARMACEUTICALS INC.**

(Exact name of Registrant as specified in its charter)

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

**06-1376651**  
(I.R.S. Employer

Identification Number)

**3911 Sorrento Valley Boulevard, San Diego, CA 92121**

**(858) 558-2871**

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

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**Uli Hacksell, Ph.D.**

**Chief Executive Officer**

**ACADIA Pharmaceuticals Inc.**

**3911 Sorrento Valley Boulevard, San Diego, CA 92121**

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(858) 558-2871

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

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*Copies to:*

**Glenn F. Baity**

**General Counsel**

**ACADIA Pharmaceuticals Inc.**

**3911 Sorrento Valley Boulevard, San Diego, CA 92121**

**(858) 558-2871**

**D. Bradley Peck**

**J. Patrick Loofbourrow**

**Cooley Godward LLP**

**4401 Eastgate Mall, San Diego, CA 92121-9109**

**(858) 550-6000**

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**Approximate date of commencement of proposed sale to the public:**

As soon as practicable 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:

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.  333-131079

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.

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
<b>to Be Registered</b>	<b>Aggregate</b>	<b>Registration Fee(1)</b>

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	<b>Offering Price(1)</b>		
Common Stock, \$0.0001 par value	\$ 19,032,270	\$	2,037

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(1) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

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**EXPLANATORY NOTE**

This registration statement is being filed to register an additional \$19,032,270 worth of shares of our common stock, par value \$0.0001 per share, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-131079) which was declared effective on February 10, 2006, including all amendments, supplements and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Index to Exhibits attached to and filed with this registration statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 April 21, 2006.

ACADIA PHARMACEUTICALS INC.

By: /s/ ULI HACKSELL  
Uli Hacksell

Chief Executive Officer

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

Signature	Title	Date
/s/ ULI HACKSELL Uli Hacksell	Chief Executive Officer and Director (Principal Executive Officer)	April 21, 2006
/s/ THOMAS H. AASEN Thomas H. Aasen	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	April 21, 2006
*	President, Chief Scientific Officer and Director	April 21, 2006
Mark R. Brann		
*	Chairman of the Board	April 21, 2006
Leslie Iverson		
*	Director	April 21, 2006
Gordon Binder		
*	Director	April 21, 2006
Michael Borer		
*	Director	April 21, 2006
Mary Ann Gray		
*	Director	April 21, 2006
Lester Kaplan		
*	Director	April 21, 2006
Torsten Rasmussen		
*	Director	April 21, 2006
Alan Walton		

\*By: /s/ ULI HACKSELL  
Uli Hacksell

**Attorney-in-fact**

**INDEX TO EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to Registration Statement File No. 333-131079).