

ROCKWELL MEDICAL TECHNOLOGIES INC  
Form POS AM  
March 23, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 23, 2006

REGISTRATION NO. 333-31991

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

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FORM SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
POST-EFFECTIVE AMENDMENT NO. 1  
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ROCKWELL MEDICAL TECHNOLOGIES, INC.  
(Name of small business issuer in its charter)

MICHIGAN  
(State or jurisdiction of  
incorporation or organization)

3845  
(Primary Standard Industrial  
Classification Code Number)

38-3317208  
(I.R.S. Employ  
Identification

30142 WIXOM ROAD  
WIXOM, MICHIGAN 48393  
TELEPHONE: (248) 960-9009  
(Address and telephone number of registrant's principal executive offices)

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30142 WIXOM ROAD  
WIXOM, MICHIGAN 48393  
(Address of principal place of business or intended principal place of business)

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ROBERT L. CHIOINI  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
ROCKWELL MEDICAL TECHNOLOGIES, INC.  
30142 WIXOM ROAD  
WIXOM, MICHIGAN 48393  
TELEPHONE: (248) 960-9009  
(Name, address and telephone number of registrant's agent for service)

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COPY TO:

JOHN P. KANAN, ESQ.  
HONIGMAN MILLER SCHWARTZ AND COHN LLP  
2290 FIRST NATIONAL BUILDING  
DETROIT, MICHIGAN 48226-3506  
TELEPHONE: (313) 465-7438  
TELECOPIER: (313) 465-7439

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 APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement is declared effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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(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. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

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 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED(1)	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SECURITY(1)	P	OF
Common Shares .....	1,800,000 (2)	\$ 4.00		
Warrants .....	2,700,000 (3)	\$ 0.10		
Common Shares issuable upon exercise of Warrants .....	0 (4)	\$ 4.50		
Underwriter Warrants to purchase Common Shares and Warrants .....	180,000 270,000	\$ .000022		
Common Shares issuable upon exercise of Underwriter Warrants .....	0 (6)	\$ 6.60		
Warranty to purchase Common Shares issuable upon exercise of Underwriter Warrant.....	0 (7)	\$ .165		
Common Shares exercisable upon exercise of Warrants.....	0 (8)	\$ 4.50		
Total Registration Fee .....				

(1) Estimated solely for the purpose of calculating the registration fee, based on a bona fide estimate of the maximum public offering price pursuant to

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Rule 457(a) promulgated under the Securities Act of 1933.

- (2) Reflects the de-registration of 270,000 shares that the Underwriters had the option to purchase to cover over-allotments, if any, which option expired unexercised.
- (3) Pursuant to Rule 415, there are also being registered such indeterminate number of additional shares as may become issuable pursuant to the anti-dilution provisions of the Warrants and the Underwriter Warrants (and the Warrants included therein).
- (4) Reflects the de-registration of 3,105,000 shares issuable upon exercise of warrants with an exercise price of \$4.50 and an original expiration date of January 26, 2002 (extended to January 26, 2006) that expired unexercised or that were exchanged for new warrants in the issuer tender offer in November 2005.
- (5) Pursuant to Rule 457(g) promulgated under the Securities Act of 1933, no filing fee is required.
- (6) Reflects the de-registration of 180,000 shares issuable upon exercise of the Underwriter Warrants, which Underwriter Warrants expired unexercised.
- (7) Reflects the de-registration of 270,000 warrants to purchase shares issuable upon exercise of the Underwriter Warrants, which Underwriter Warrants expired unexercised.
- (8) Reflect the de-registration of 270,000 shares issuable upon exercise of warrants to purchase shares issuable upon exercise of the Underwriter Warrants, which Underwriter Warrants expired unexercised.
- (9) Paid with original filing.

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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 OF 1933 OR UNTIL THE 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 purpose of this Post-Effective Amendment No. 1 to Form SB-2 registration statement is to de-register (a) 3,105,000 common shares originally registered pursuant to this registration statement and issuable upon exercise of Warrants with an exercise price of \$4.50 and an original expiration date of January 26, 2005 (extended to January 26, 2006) that expired unexercised or that were exchanged for warrants in the issuer tender offer in November 2005, (b) 270,000 shares originally registered pursuant to this registration statement and that the Underwriters had the option to purchase to cover over-allotments, if any, which option expired unexercised, (c) 180,000 shares issuable upon exercise of the Underwriter Warrants, which Underwriter Warrants expired unexercised, (d) 270,000 warrants to purchase shares issuable upon exercise of the Underwriter Warrants, which Underwriter Warrants expired unexercised, and (e) 270,000 shares issuable upon exercise of warrants to purchase shares issuable upon exercise of the Underwriter Warrants, which Underwriter Warrants expired unexercised.

SIGNATURES

In accordance with 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 of filing on Form SB-2 and authorized this post-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, in the City of Wixom, State of Michigan, on February 21, 2006.

ROCKWELL MEDICAL TECHNOLOGIES, INC.  
(Registrant)

By: /s/ ROBERT L. CHIOINI  
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Robert L. Chioini  
President and Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates stated.

SIGNATURE -----	TITLE -----
<p style="text-align: center;">/s/ ROBERT L. CHIOINI ----- Robert L. Chioini</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">/s/ THOMAS E. KLEMA ----- Thomas E. Klema</p>	<p style="text-align: center;">Vice President of Finance, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)</p>
<p style="text-align: center;">/s/ KENNETH L. HOLT</p>	<p style="text-align: center;">Director</p>

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Kenneth L. Holt

/s/ RONALD D. BOYD

Director

-----  
Ronald D. Boyd

/s/ PATRICK J. BAGLEY

Director

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Patrick J. Bagley

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