

MESA LABORATORIES INC /CO

Form POS AM

May 30, 2018

As filed with the Securities and Exchange Commission on May 30, 2018

Registration No. 333-202487

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MESA LABORATORIES, INC.

(Exact name of Registrant as specified in its charter)

Colorado

(State or other jurisdiction

of incorporation or organization)

84-0872291

(I.R.S. Employer Identification No.)

12100 West Sixth Avenue

Lakewood, Colorado 80228

(303) 987-8000

(Address and telephone number
of Registrant's principal executive offices)

Andrew N. Bernstein, Esq.

Andrew N. Bernstein, P.C.

8101 East Prentice Avenue, Suite 890

Greenwood Village, Colorado 80111

(303) 770-7131

(Name, address, and telephone number
of agent for service)

Copies of all communications to:

Andrew N. Bernstein, Esq.

Andrew N. Bernstein, P.C.

8101 East Prentice Avenue, Suite 890

Greenwood Village, Colorado 80111

Telephone: (303) 770-7131

Facsimile: (303) 770-7332

DEREGISTRATION OF SECURITIES

Mesa Laboratories, Inc. (“Mesa Labs” or the “Registrant”) is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to deregister all of its securities originally registered by the Registrant pursuant to its Universal Shelf Registration Statement on Form S-3 which was declared effective by the Securities and Exchange Commission (the “Commission”) on April 23, 2015, File No. 333-202487 (the “Registration Statement”), with respect to up to \$130,000,000 of the common stock of the Registrant, no par value per share (the “Common Stock”), and common stock purchase warrants (the “Warrants”), thereby registered for offer or sale pursuant to the Registration Statement.

As of the date hereof, none of the Registrant’s Common Stock or Warrants which were initially registered for issuance under the Registration Statement has been sold. Further, as of April 23, 2018 (three years after the initial effective date of the Registration Statement), the Registration Statement has now expired without any Common Stock or Warrants which were initially registered for issuance and sale under the Registration Statement having been sold.

The Registrant has terminated all offerings of the Common Stock and Warrants pursuant to the Registration Statement. Accordingly, the Registrant hereby removes from registration, by means of this Post-Effective Amendment, all of the shares of Common Stock and Warrants which were registered under the Registration Statement that remained unsold as of the date of this filing.

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 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in Lakewood, Colorado on May 30, 2018.

MESA LABORATORIES, INC.

By: /s/ GARY M. OWENS
 Gary M. Owens
 Chief Executive Officer and
 President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement or amendment thereto has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ GARY M. OWENS</u> Gary M. Owens	Chief Executive Officer, President and Director (Principal Executive Officer)	May 30, 2018
<u>/s/ JOHN J. SULLIVAN</u> John J. Sullivan	Chairman of the Board of Directors	May 30, 2018
<u>/s/ JOHN V. SAKYS</u> John V. Sakys	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 30, 2018
<u>/s/ H. STUART CAMPBELL</u> H. Stuart Campbell	Director, Lead Independent Director	May 30, 2018
<u>/s/ MICHAEL T. BROOKS</u>	Director	May 30, 2018

Michael T. Brooks

/s/ ROBERT V. DWYER Director
Robert V. Dwyer

May 30, 2018

/s/ EVAN C. GUILLEMIN Director May 30, 2018
Evan C. Guillemin

/s/ DAVID M. KELLY Director May 30, 2018
David M. Kelly

/s/ JOHN B. SCHMIEDER Director May 30, 2018
John B. Schmieder