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CHIRON CORP
Form S-8 POS
May 15, 2006

As filed with the Securities and Exchange Commission on May 15, 2006

REGISTRATION STATEMENT NO. 333-118948

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

POST-EFFECTIVE AMENDMENT TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NOVARTIS VACCINES AND DIAGNOSTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

94-2754624
(I.R.S. Employer
Identification No.)

4560 Horton Street
Emeryville, CA 94608
(Address of principal executive offices) (Zip Code)

Thomas Kendris, Esq.
Vice President, General Counsel and Secretary
Novartis Vaccines and Diagnostics, Inc.
4560 Horton Street
Emeryville, CA 94608
(Name and address of agent for service)

(510) 655-8730
(Telephone number, including area code, of agent for service)

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: Not applicable.

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.

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.

THIS POST-EFFECTIVE AMENDMENT SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(C) OF THE SECURITIES ACT OF 1933 ON SUCH DATE AS THE SECURITIES AND

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EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(C), MAY DETERMINE.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-118948) filed by Registrant, formerly known as Chiron Corporation, on September 13, 2004, as amended on December 10, 2004, registering \$385,000,000 in principal amount of 2 3/4% Convertible Debentures due 2034 (the "Debentures") and 5,746,279 shares of the common stock of Chiron Corporation into which the Debentures are convertible to be offered from time-to-time by the selling shareholders named therein. The Securities and Exchange Commission declared the Registration Statement effective on December 17, 2004.

The undersigned Registrant hereby removes and withdraws from registration all securities registered pursuant to this Registration Statement that remain unissued.

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 Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Emeryville, County of Alameda, State of California on May 15, 2006.

NOVARTIS VACCINES AND DIAGNOSTICS,
INC.

By: /s/ Thomas Kendris

Name: Thomas Kendris
Title: Vice President and Secretary

Pursuant to 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 indicated:

By: /s/ Joerg Reinhardt

Name: Joerg Reinhardt
Title: Director, President and Chief
Executive Officer (Principal
Executive Officer)
Date: May 15, 2006

By: /s/ Reto Braendli

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Name: Reto Braendli
Title: Vice President and Chief
Financial Officer (Principal
Financial and Accounting Officer)
Date: May 15, 2006

By: /s/ Raymund Breu

Name: Raymund Breu
Title: Director
Date: May 15, 2006

By: /s/ Paulo Costa

Name: Paulo Costa
Title: Director
Date: May 15, 2006