

# TOBIRA THERAPEUTICS, INC.

## FORM POS AM

(Post-Effective Amendment to Registration Statement)

Filed 11/03/16

Address	701 GATEWAY BLVD SUITE 300 SOUTH SAN FRANCISCO, CA 94080
Telephone	650-741-6625
CIK	0001311596
Symbol	TBRA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**Tobira Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**03-0422069**  
(I.R.S. Employer  
Identification Number)

**Tobira Therapeutics, Inc.**  
701 Gateway Blvd, Suite 300  
South San Francisco, CA 94080  
(650) 741-6625

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

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**A. Robert D. Bailey, Esq.**  
President  
Tobira Therapeutics, Inc.  
c/o Allergan, Inc.  
Morris Corporate Center III  
400 Interpace Parkway  
Parsippany, NJ 07054  
(862) 261-7000

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

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*Copy to:*

**Andrew Ment, Esq.**  
Covington & Burling LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018-1045  
(212) 841-1000

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**Approximate date of proposed sale to the public: This post-effective amendment deregisters those shares of common stock that remain unsold hereunder as of the effective date hereof.**

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 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.

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 definition 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  (Do not check if a smaller reporting company)

Smaller reporting company

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-204710) previously filed by Tobira Therapeutics, Inc., a Delaware corporation (the “Company”) with the Securities and Exchange Commission on June 4, 2015 (the “Registration Statement”), pertaining to the registration of the Company’s common stock, preferred stock, warrants to purchase common stock or preferred stock, and/or units consisting of some or all of these securities, in any combination, with an aggregate offering price not more than \$150,000,000 (the “Shelf Shares”) and the registration of the Company’s common stock pursuant to a sales agreement on the terms described in the Registration Statement up to a maximum aggregate offering price of \$40,000,000 (the “ATM Shares” and, together with the Shelf Shares, the “Shares”).

On November 1, 2016, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of September 19, 2016, by and among the Company, Allergan Holdco US, Inc., a Delaware corporation (“Parent”), and Sapphire Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent (“Purchaser”), Purchaser merged with and into the Company, with the Company surviving the merger as a wholly-owned subsidiary of Parent (the “Merger”).

In connection with the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement pursuant to Rule 415 to remove from registration, by means of a post-effective amendment, any Shares registered under the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration all Shares registered but unsold under the Registration Statement.

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**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 this Post-Effective Amendment No. 1 to 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 Parsippany, State of New Jersey, on November 3, 2016.

**TOBIRA THERAPEUTICS, INC.**

By: /s/ A. Robert D. Bailey  
A. Robert D. Bailey  
President

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.