

NexCen Brands, Inc.  
Form S-8 POS  
August 05, 2010

---

---

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

NEXCEN BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware 20-2783217  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

1330 Avenue of the Americas, 34th Floor 10019  
New York, NY (Zip Code)  
(Address of Principal Executive Offices)

1999 Equity Incentive Plan and Acquisitions Incentive Plan  
(Full title of the plan)

Kenneth J. Hall  
Chief Executive Officer  
1330 Avenue of the Americas, 34th Floor  
New York, NY 10019  
(Name and address of agent for service)  
(212) 277-1100  
(Telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Mark D. Director, Esq.  
Andrew M. Herman, Esq.  
Kirkland & Ellis LLP  
655 15th Street, N.W.  
Washington, DC 20005  
(202) 879-5000

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 the definitions 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 "

Smaller Reporting Company }  
  

---

---

---

Explanatory Note:

NexCen Brands, Inc. (the “Company”), filed Form S-8 Registration Statement No. 333-128062 (the “Registration Statement”) on September 2, 2005. As the Company is not presently eligible to use Form S-8, the purpose of this Post-effective Amendment No. 1 to the Registration Statement is to terminate the Registration Statement and to deregister any remaining shares of the Company’s common stock, par value \$0.01, registered pursuant to the Registration Statement but not sold pursuant to the Registration Statement as of the date this Post-effective Amendment No. 1 is filed with the Securities and Exchange Commission.

---

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 New York, state of New York, on August 4, 2010.

NEXCEN BRANDS, INC.

By: */s/ Kenneth J. Hall*  
**KENNETH J. HALL**  
 Chief Executive Officer

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.

| SIGNATURE   | TITLE   | DATE           |
|---|---|----------------|
| <i>/s/ Kenneth J. Hall</i><br>KENNETH J. HALL     | Chief Executive Officer, Chief<br>Financial Officer<br>(Principal Executive Officer and<br>Principal Financial Officer) | August 4, 2010 |
| <i>/s/ Brian Lane</i><br>BRIAN LANE               | Vice President, Chief Accounting<br>Officer<br>(Principal Accounting Officer)   | August 4, 2010 |
| <i>/s/ David S. Oros</i><br>DAVID S. OROS         | Chairman of the Board   | August 4, 2010 |
| <i>/s/ James T. Brady</i><br>JAMES T. BRADY       | Director  | August 4, 2010 |
| <i>/s/ Paul Caine</i><br>PAUL CAINE               | Director  | August 4, 2010 |
| <i>/s/ Edward J. Mathias</i><br>EDWARD J. MATHIAS | Director  | August 4, 2010 |
| <i>/s/ George P. Stamas</i><br>GEORGE P. STAMAS   | Director  | August 4, 2010 |