

NORTH BAY RESOURCES INC
Form POS AM
May 17, 2013

As filed with the Securities and Exchange Commission on May 17, 2013

Registration No. 333- 171603

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

Post-Effective Amendment No. 2
To
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORTH BAY RESOURCES INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 1000 (Primary Standard Industrial Classification Code Number) | 83-0402389 (I.R.S. Employer Identification No.) |
|---|---|---|

PO Box 162, Skippack, Pennsylvania 19474
(215) 661-1100
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Perry Leopold, Chief Executive Officer
2120 Bethel Road
Lansdale, Pennsylvania 19446
(215) 661-1100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate Date of Commencement of Proposed Sale to the Public: from time to time after the effective date of this Registration Statement as determined by market conditions and other factors.

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, 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, 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. "

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 | <input type="radio"/> | Accelerated filer | <input type="radio"/> |
| Non-accelerated filer | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Deregistration of Shares of Common Stock

In connection with certain Securities Purchase Agreement (“Agreement”) between North Bay Resources Inc. (the “Company”) and Tangiers Investors, LP (“Tangiers”) dated October 7, 2009, the Company filed a Registration Statement (the “Registration Statement”) on Form S-1 (Commission File No. 333- 171603), which was declared effective by the Securities and Exchange Commission on January 24, 2011, and pursuant to which 19,726,822 shares of the Company’s Common Stock (the “Shares”) were registered.

Of the 19,726,822 Shares, Tangiers purchased 19,651,471 Shares and 75,351 Shares were not sold. In accordance with the undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby amends the Registration Statement to remove from registration a total of 75,351 of the Shares which were registered but not sold to Tangiers pursuant to the Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on the 17th day of May, 2013.

NORTH BAY RESOURCES INC.

Date: May 17, 2013 By: /s/ Perry Leopold
Perry Leopold
Chief Executive Officer, Principal Executive Officer,
Principal Financial Officer, Principal Accounting Officer and
Chairman of the Board

POWER OF ATTORNEY

Each director and/or officer of the registrant whose signature appears below hereby appoints Perry Leopold as his attorney-in-fact to sign in his name and behalf, in any and all capacities stated below, and to file with the Securities and Exchange Commission, any and all amendments, including post-effective amendments, to this Registration Statement (and to any registration statement filed pursuant to Rule 462 under the Securities Act of 1933).

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates stated:

| Signature | Title | Date |
|------------------------------------|---|--------------|
| /s/ Perry Leopold Perry Leopold | Chairman of the Board , Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer | May 17, 2013 |
| /s/ Fred Michini Fred Michini | Director | May 17, 2013 |