

ODYSSEY MARINE EXPLORATION INC  
Form POS AM  
August 21, 2008

As filed with the Securities and Exchange Commission on August 21, 2008

Registration No.: 333-141920

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**ODYSSEY MARINE EXPLORATION, INC.**

*(Exact name of registrant as specified in its charter)*

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

**5215 West Laurel Street**

**84-1018684**  
*(I.R.S. Employer  
Identification Number)*

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**Tampa, Florida 33607**

**(813) 876-1776**

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

**Gregory P. Stemm, Chairman and Chief Executive Officer**

**5215 West Laurel Street**

**Tampa, Florida 33607**

**(813) 876-1776**

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

***Copies to:***

David M. Doney, Esq.

Fowler White Boggs Banker P.A.

501 East Kennedy Boulevard, Suite 1700

Tampa, Florida 33602

Telephone: (813) 228-7411

Facsimile: (813) 229-8313

Approximate date of commencement 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.

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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 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

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

A Registration Statement on Form S-3 (Registration No. 333-141920) was originally filed with the Securities and Exchange Commission on April 5, 2007, by the Registrant. The Registration Statement registered the resale by certain selling stockholders named therein of up to 4,700,000 shares of the Registrant's common stock (the "Shares"). The Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to withdraw from registration all unsold Shares previously registered for resale under the Registration Statement.

**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 Tampa, State of Florida, on August 20, 2008.

**ODYSSEY MARINE EXPLORATION, INC.**

By: /s/ Michael J. Holmes  
Michael J. Holmes

*Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on August 20, 2008, by the following persons in the capacities and on the dates indicated.

|                          |   |
|--------------------------|---|
| *                        | Chairman of the Board and Chief Executive             |
| <i>Gregory P. Stemm</i>  | Officer (Principal Executive Officer)                 |
| /s/ Michael J. Holmes    | Chief Financial Officer (Principal Financial Officer) |
| <i>Michael J. Holmes</i> |   |
| *                        | Controller (Principal Accounting Officer)             |
| <i>Jay A. Nudi</i>       |   |
| /s/ Mark D. Gordon       | President, Chief Operating Officer, and Director      |
| <i>Mark D. Gordon</i>    |   |
|                          | Director  |
| <i>Bradford B. Baker</i> |   |
| *                        | Director  |
| <i>David J. Bederman</i> |   |
| *                        | Director  |
| <i>George Knutsson</i>   |   |
| *                        | Director  |
| <i>David J. Saul</i>     |   |

\* By: /s/ Michael J. Holmes

*Michael J. Holmes, Attorney-in-Fact*

**Powers of Attorney have been filed with this Registration Statement.**