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

**FORM F-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**PRANA BIOTECHNOLOGY LIMITED**

(Exact name of Registrant as specified in its charter)

**Australia**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification No.)

**Prana Biotechnology Limited**

**ABN 37 080 699 065**

**Level 2, 369 Royal Parade, Parkville, Victoria 3052 Australia**

**Tel. +61-3-9349-4906**

(Address and telephone number of Registrant's principal executive offices)

**Puglisi & Associates**

**850 Library Avenue, Suite 204**

**P.O. Box 885**

**Newark, Delaware 19715**

**Tel. (302) 738-6680**

(Name, address and telephone number of agent for service)

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

**Michael Quinert, Esq.**

**Quinert Rodda & Associates**

**Level 19, 500 Collins Street, Melbourne Vic 3000, Australia**

**Tel: (61 3) 8676 0203**

**Fax: (61 3) 8676 0275**

**Steven J. Glusband, Esq.**

**Carter Ledyard & Milburn LLP**

**2 Wall Street**

**New York, NY 10005**

**Tel: 212-238-8605**

**Fax: 212-732-3232**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

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, please 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. ☒ 333-174278

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.C. 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.C. 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 ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)(2)(3)	Proposed maximum aggregate price per share (4)	Proposed maximum aggregate offering price (4)	Amount of registration fee
Ordinary shares, no par value per share (1)	--	--	US\$7,864,000	US\$1,072.65

- (1) American Depositary Shares (evidenced by American Depositary Receipts, or ADRs), each representing ten ordinary shares, have been registered on a separate registration statement on Form F-6 filed on August 28, 2006, as amended on December 12, 2007 (File No. 333-136944).
- (2) The Registrant previously registered securities, including ordinary shares, with an aggregate offering price of \$50,000,000 on a Registration Statement on Form F-3 (File No. 333-174278) filed by the Company on May 17, 2011 and declared effective by the Securities and Exchange Commission on May 31, 2011. In accordance with Rule 462(b) under the Securities Act, an additional amount of ordinary shares having a proposed maximum aggregate offering price of \$7,864,000 is hereby registered, representing no more than 20% of the maximum aggregate offering price of securities available for issuance under the Registration Statement on Form F-3 (File No. 333-174278). In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Registration Statement on Form F-3 (File No. 333-174278) exceed the amount registered under such registration statements.
- (3) The registration statement also includes an indeterminate number of shares underlying the ADRs that may become offered, issuable or sold to prevent dilution resulting from stock splits, stock dividends and similar transactions, which are included pursuant to Rule 416 under the Securities Act of 1933, as amended.
- (4) Calculated in accordance with Rule 457(o) under the Securities Act. Represents the registration fee only for the additional amount of securities being registered hereby. The Registrant previously registered securities pursuant to a Registration Statement on Form F-3 (File No. 333-174278), as amended, for which a fee of \$5,805 was paid.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

#### EXPLANATORY NOTE

Prana Biotechnology Limited, a company incorporated under the laws of the Commonwealth of Australia (the “Company”), is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form F-3 (File No. 333-174278) filed by the Company on May 17, 2011 and declared effective by the SEC on May 31, 2011 (the “Prior Registration Statement”). The Company is filing this Registration Statement for the sole purpose of increasing the maximum aggregate offering price of securities registered under the Prior Registration Statement by \$7,864,000.

The contents of the Prior Registration Statement, including the prospectus contained therein, and any and all prospectus supplements and all exhibits thereto, are incorporated by reference into this Registration Statement in their entirety and are deemed to be part of this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 9. Exhibits

Exhibit No.	Description of Exhibit
5.1	Opinion of Quinert Rodda & Associates, regarding legality of the securities being registered
23.1	Consent of PriceWaterhouseCoopers, Independent Registered Public Accounting Firm
23.2	Consent of Quinert Rodda & Associates, (contained in Exhibit 5.1)

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it complies with all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Melbourne, Australia, on August 29, 2013.

/s/Geoffrey Kempler  
Geoffrey Kempler  
Chairman of the Board of Directors  
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on August 29, 2013.

### Signature

### Title

/s/Geoffrey Kempler  
Geoffrey P. Kempler

Chairman of the Board of Directors and Chief Executive Officer

/s/Richard Revelins  
Richard Revelins

Chief Financial and Accounting Officer

/s/Peter Marks  
Peter Marks

Director

/s/Brian D. Meltzer  
Brian D. Meltzer

Director

/s/George W. Mihaly  
George W. Mihaly

Director

/s/Lawrence Gozlan  
Lawrence Gozlan

Director

Puglisi & Associates

Authorized Representative in the United States

By: /s/Gregory F. Lavelle  
Name: Gregory F. Lavelle  
Title: Managing Director

**LETTERHEAD OF QUINERT RODDA & ASSOCIATES**

Prana Biotechnology Limited  
Level 2, 369 Royal Parade,  
Parkville, Victoria 3052  
Australia

30 August 2013

Dear Sirs,

**RE: FORM F-3 REGISTRATION STATEMENT**

We are acting as Australian counsel to Prana Biotechnology Limited [ACN 080 699 065], an Australian company (the "Company") in connection with the Registration Statement on Form F-3 (the "462 Registration Statement") to be filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "Commission") on or about the date of this opinion letter, covering the offering of an aggregate of up to an additional \$7,864,000 of ordinary shares of the Company. This opinion letter is furnished to you at your request and in connection with the requirements of Item 601(b)(5) of Regulation S-K and Rule 462(b).

The 462 Registration Statement filed by the Company with the Securities and Exchange Commission on or about the date hereof relating to the offering of an aggregate of up to an additional \$7,864,000 of ordinary shares (the "Shares"). The 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form F-3 (File No. 333-174278), including the prospectus contained therein (the "Prospectus"), the prospectus supplement or supplements contemplated thereby (each, a "Prospectus Supplement"), and the exhibits thereto, that was initially filed with the Commission on May 17, 2011 and declared effective by the SEC on May 31, 2011.

We have examined the Registration Statement. In our examination we have assumed with your permission and without independent verification:

- a) the 462 Registration Statement will have become effective under the Securities Act, a Prospectus Supplement will have been prepared and filed with the SEC describing the Shares offered thereby and such Shares will have been issued and sold in accordance with the terms of such Prospectus Supplement;
  - b) the genuineness of all signatures and the authenticity of all documents, instruments and certificates submitted to us as originals and the exact conformity with the authentic originals of all documents, instruments and certificates submitted to us as copies or forms or originals;
  - c) that each party to each document has all the requisite power and authority (corporate and otherwise) to execute and deliver and perform its obligations thereunder;
  - d) that any documents which purport to be governed by the law of any jurisdiction other than the law of Victoria, Australia are legal, valid and binding obligations on all of the parties thereto and under the applicable law and that none of the execution, delivery or performance of any document by any party thereto violates or contravenes or is rendered invalid, not binding or unenforceable under any applicable law under any jurisdiction other than the law of Victoria, Australia;
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- e) that each party to each document, other than the Company, is duly organized validly existing and in good standing under the laws of its jurisdiction of incorporation; and
- f) that the execution and delivery by each party of each document and the performance by each party of its obligations under each document to which it is a party has been duly authorized by all necessary corporate and other actions.

As to various questions of fact relevant to this opinion, we have relied upon and assumed the accuracy of, without independent verification, certificates and oral or written statements or the information of or from public officials, officers or representatives of the Company and others.

We have relied conclusively upon certified copies of the Company's Constitution, certificates of officers of the Company, the contents of the minute books and other records of corporate proceedings of the Company, as to various factual matters. We have relied as to matters of fact, without independent verification, upon certificates of officers of the Company.

This opinion which shall be governed by and construed in accordance with the laws of Victoria, Australia, is given only with respect to Australian law that is in effect on the date of this opinion. We have not investigated the laws of any jurisdiction other than Australia. We express no opinion as to tax law or international law. We have assumed that any applicable law (other than Australian law) does not affect this opinion.

We are qualified to practice law in Victoria, Australia and do not express any opinions in this letter concerning any laws other than the laws of Australia to the extent necessary to render the opinions set forth herein. We are not opining on, and we assume no responsibility as to the applicability to or effect on any of the matters covered herein of the laws of any jurisdiction.

Based on and subject to the foregoing and in reliance thereof, in our opinion, the Shares when sold as described in the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

This opinion speaks solely as of its date and we undertake no obligation to advise you of any changes (including but not limited to any subsequently enacted, published or reported laws, regulations or individual decisions) that may occur or come to our attention after the date hereof.

This opinion letter is furnished at your request and is solely for your benefit and may not be used, circulated, quoted or referred to by you or by any other person or entity or for any other purpose without our express prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours faithfully,  
QUINERT RODDA & ASSOCIATES

/s/David Rodda  
DAVID RODDA/

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 of Prana Biotechnology Limited of our report dated October 4, 2012 relating to the financial statements, which appears in the 2012 Annual Report to Shareholders, which is incorporated in the Annual Report on Form 20-F.

/s/PricewaterhouseCoopers  
PricewaterhouseCoopers  
Melbourne, Victoria, Australia  
August 30, 2013

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