

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
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.)

**ABN 37 080 699 065**  
**Level 2, 369 Royal Parade, Parkville, Victoria 3052 Australia**  
**Tel. +61-3-9349-4906**

(Address, including zip code, and telephone number, including area code, 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, including zip code, and telephone number, including area code, 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 Pty Ltd.**  
**Level 19, 500 Collins Street, Melbourne**  
**Vic 3000, Australia**  
**Tel: (61 3) 8676 0203**  
**Fax: (61 3) 8676 0275**

**Steven J. Glusband, Esq.**  
**Guy Ben-Ami, 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: 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. ☐

**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. ☐**

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#### **EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 relates to: (a) the Registration Statement on Form F-3 (No. 333-174278) initially filed with the Securities and Exchange Commission (the “Commission”) by Prana Biotechnology Limited (the “Registrant”) on May 17, 2011 (the “Initial Registration Statement”) relating to the registration by the Registrant of up to \$50,000,000 of ordinary shares, warrants and debt securities (the “Initial Securities”); and (b) the registration statement on Form F-3 (No. 333-190908) filed with the Commission by the Registrant on August 30, 2013 (together with the Initial Registration Statement, the “Registration Statements”), relating to the registration of an additional \$7,864,000 of ordinary shares (together with the Initial Securities, the “Securities”).

This Post-Effective Amendment No. 1 to the Registration Statements is being filed to deregister the \$20,864,934 of unsold Securities under the Registration Statements as of June 30, 2014.

## 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 F-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Melbourne, Australia, on the 24<sup>th</sup> day of July, 2014.

By: /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 Post-Effective Amendment No. 1 to the Registration Statements has been signed below by the following persons in the capacities indicated on July 24, 2014.

### Signature

### Title

/s/Geoffrey P. 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/Lawrence Gozlan  
Lawrence Gozlan

Director

/s/Peter Marks  
Peter Marks

Director

/s/Brian D. Meltzer  
Brian D. Meltzer

Director

/s/George W. Mihaly  
George W. Mihaly

Director

/s/Ira Shoulson  
Ira Shoulson

Director

## AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this Post-Effective Amendment No. 1 to the Registration Statements, solely in the capacity of the duly authorized representative of Prana Biotechnology Limited in the United States, on this 24th day of July, 2014.

Puglisi & Associates

By: \_\_\_\_\_  
Name: Donald J. Puglisi  
Title: Managing Director