

Registration No. 333-253804
333-248560
333-240366
333-240361
333-238868
333-210140
333-189700
333-186312
333-185392
333-178405
333-139830
333-136115
333-133456
333-133455
333-131804
333-126634
333-119943
333-25833

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

FORM S-3

Post-Effective Amendment No. 2 to Registration Statement No. 333-253804
Post-Effective Amendment No. 1 to Registration Statement No. 333-248560
Post-Effective Amendment No. 1 to Registration Statement No. 333-240366
Post-Effective Amendment No. 1 to Registration Statement No. 333-240361
Post-Effective Amendment No. 1 to Registration Statement No. 333-238868
Post-Effective Amendment No. 1 to Registration Statement No. 333-210140
Post-Effective Amendment No. 1 to Registration Statement No. 333-189700
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Post-Effective Amendment No. 1 to Registration Statement No. 333-139830
Post-Effective Amendment No. 1 to Registration Statement No. 333-136115
Post-Effective Amendment No. 1 to Registration Statement No. 333-133456
Post-Effective Amendment No. 1 to Registration Statement No. 333-133455
Post-Effective Amendment No. 1 to Registration Statement No. 333-131804
Post-Effective Amendment No. 1 to Registration Statement No. 333-126634
Post-Effective Amendment No. 1 to Registration Statement No. 333-119943
Post-Effective Amendment No. 1 to Registration Statement No. 333-25833

UNDER THE SECURITIES ACT OF 1933

ACERAGEN, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

**505 Eagleview Blvd., Suite 212
Exton, Pennsylvania**

(Address of Principal Executive Office)

04-3072298

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

19341

(Zip Code)

John Taylor

**505 Eagleview Blvd., Suite 212
Exton, Pennsylvania 19341**

(Name and address of agent for service)

(484) 348-1600

(Telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: This post-effective amendment withdraws from registration all shares of common stock that remain unsold under Registration Statement Nos. 333-253804, 333-248560, 333-240366, 333-240361, 333-238868, 333-210140, 333-189700, 333-186312, 333-185392, 333-178405, 333-139830, 333-136115, 333-133456, 333-133455, 333-131804, 333-126634, 333-119943 and 333-25833.

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 of 1933, 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, 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 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

On August 4, 2023, Aceragen, Inc. (the “Company”) announced its intention to voluntarily terminate the listing of its shares of common stock, par value \$0.001 per share (the “Common Stock”), from the Nasdaq Capital Market (the “Delisting”). On August 14, 2023, the Company’s shareholders approved the transfer of all or substantially all of the Company’s assets through an assignment for the benefit of creditors (the “Assignment”) and, subsequently, the Company filed a Form 25 with the Securities and Exchange Commission (the “SEC”) in connection with the Delisting. In connection with the foregoing and the undertakings in the Registration Statements (as defined below), the Company is hereby filing this Post-Effective Amendment to each of the Company’s registration statements on Form S-3 (Registration Nos. 333-253804, 333-248560, 333-240361, 333-238868, 333-210140, 333-189700, 333-186312, 333-185392, 333-178405, 333-139830, 333-136115, 333-133456, 333-133455, 333-131804, 333-126634, 333-119943 and 333-25833) (collectively, the “Registration Statements”) to terminate the effectiveness of each such Registration Statement and to remove from registration all shares of the Company’s Common Stock that remain unsold under each such Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Exton, Commonwealth of Pennsylvania, on August 16, 2023.

ACERAGEN, INC.

By: /s/ John Taylor
John Taylor
Authorized Person

Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statements.
