

ODYSSEY MARINE EXPLORATION INC  
Form POS AM  
September 24, 2007

As filed with the Securities and Exchange Commission on September 24, 2007

Registration No.: 333-123650

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**ODYSSEY MARINE EXPLORATION, INC.**

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

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

**84-1018684**  
*(I.R.S. Employer*

*Identification Number)*

**5215 West Laurel Street**

**Tampa, Florida 33607**

**(813) 876-1776**

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

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**John C. Morris, President 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**

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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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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.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. "

**TERMINATION OF REGISTRATION STATEMENT**

**AND DEREGISTRATION OF SECURITIES**

We previously filed a Registration Statement on Form S-3 (File No. 333-123650) (as amended, the Registration Statement ) with the Securities and Exchange Commission (the Commission ) on March 29, 2005, registering the offer and sale of 5,870,000 shares of our common stock to be offered from time-to-time by the selling shareholders named therein. The Commission declared the Registration Statement effective on September 23, 2005.

Our contractual obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, we are filing this Post-Effective Amendment No. 1 to the Registration Statement to terminate the effectiveness of the Registration Statement and deregister, as of the effective date of this Post-Effective Amendment No. 1, all of the shares of our common stock remaining unsold 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 September 24, 2007.

**ODYSSEY MARINE EXPLORATION, INC.**

By: /s/ John C. Morris  
John C. Morris  
*President and Chief Executive 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 September 24, 2007, by the following persons in the capacities indicated.

|                          |                                                                                                             |
|--------------------------|-------------------------------------------------------------------------------------------------------------|
| /s/ John C. Morris       | Co-Chairman of the Board, Director, President, and Chief Executive Officer<br>(Principal Executive Officer) |
| <i>John C. Morris</i>    |                                                                                                             |
| /s/ Michael J. Holmes    | Chief Financial Officer (Principal Financial Officer)                                                       |
| <i>Michael J. Holmes</i> |                                                                                                             |
| /s/ Jay A. Nudi          | Principal Accounting Officer                                                                                |
| <i>Jay A. Nudi</i>       |                                                                                                             |
| /s/ Gregory P. Stemm     | Co-Chairman of the Board, Director, and Vice President Research and Operations                              |
| <i>Gregory P. Stemm</i>  |                                                                                                             |
| /s/ David J. Bederman    | Director                                                                                                    |
| <i>David J. Bederman</i> |                                                                                                             |
| /s/ George Knutsson      | Director                                                                                                    |
| <i>George Knutsson</i>   |                                                                                                             |
| /s/ George E. Lackman    | Director                                                                                                    |
| <i>George E. Lackman</i> |                                                                                                             |
| /s/ David J. Saul        | Director                                                                                                    |
| <i>David J. Saul</i>     |                                                                                                             |