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BSD MEDICAL CORP  
Form POS AM  
January 06, 2006

As filed with the Securities and Exchange Commission on January 6, 2006  
SEC File No. 333-112240

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

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM SB-2  
ON  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

BSD MEDICAL CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

75-1590407  
(I.R.S. Employer  
Identification No.)

2188 West 2200 South  
Salt Lake City, Utah 84119  
(801) 972-5555  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Hyrum A. Mead, President  
BSD Medical Corporation  
2188 West 2200 South  
Salt Lake City, Utah 84119  
(801) 972-5555  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copy to:  
Nolan S. Taylor, Esq.  
DORSEY & WHITNEY LLP  
170 South Main Street, Suite 900  
Salt Lake City, Utah 84101-1655  
Telephone: (801) 933-7360  
Facsimile: (801) 933-7373

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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

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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. |\_|

This Post-Effective Amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

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RECENT EVENTS: DEREGISTRATION

The Registrant registered 2,047,580 shares of its common stock, par value \$0.001 per share (the "Common Stock"), under the Registration Statement filed with the Securities and Exchange Commission on January 27, 2004 and subsequently amended on May 18, 2004, July 7, 2004, July 22, 2004, July 23, 2004 and June 14, 2005 (Registration No. 333-112240) (the "Registration Statement"). Pursuant to a Securities Purchase Agreement dated November 28, 2003 and amended on December 10, 2003, entered into among the Registrant and the purchasers signatory thereto (filed as Exhibit 4.2 to the Registration Statement), the Registrant's obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, pursuant to an undertaking made in Item 17 of the Registration Statement, the Registrant hereby removes the Common Stock from registration.

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 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah, on January 6, 2006.

BSD MEDICAL CORPORATION

By: /s/ HYRUM A. MEAD  
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Hyrum A. Mead  
President

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement has been signed by the

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following persons in the capacities and on the dates indicated.

Signature	Title	Date
* ----- Paul F. Turner	Chairman of the Board, Senior Vice President and Chief Technology Officer	January 6, 2006
* ----- Hyrum A. Mead	President (principal executive officer) and Director	January 6, 2006
* ----- Dennis Bradley	Controller (principal financial and accounting officer)	January 6, 2006
* ----- Gerhard W. Sennewald	Director	January 6, 2006
* ----- Michael Nobel	Director	January 6, 2006
* ----- J. Gordon Short	Director	January 6, 2006

\*By: /s/ HYRUM A MEAD  
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Hyrum A. Mead  
Attorney-in-Fact