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

Post-Effective Amendment No. 1

to

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LECTEC CORPORATION

(Exact name of Registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

41-1301878

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

1407 South Kings Highway

Texarkana, Texas 75501

(Address, including zip code, of registrant's principal executive offices)

LECTEC CORPORATION 401(k) & PROFIT SHARING PLAN

(Full title of the plan)

Gregory G. Freitag

Chief Executive Officer

LecTec Corporation

1407 South Kings Highway

Texarkana, Texas 75501

(903) 832-0993

With copies to:

Timothy S. Hearn

Dorsey & Whitney LLP

50 South Sixth Street, Suite 1500

Minneapolis, Minnesota 55402

(612) 340-2600

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

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

LecTec Corporation, a Minnesota corporation (the “**Company**”), filed a Registration Statement on Form S-8 (Registration No. 333-46289) (the “**Registration Statement**”), which registered 300,000 shares of the Company’s common stock and an indeterminate amount of interests to be offered or issued pursuant to the LecTec Corporation 401(k) & Profit Sharing Plan. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment and terminates the effectiveness of 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—8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Texarkana, State of Texas, on the 31st day of May, 2011.

LECTEC CORPORATION

By: /s/ Gregory G. Freitag
Gregory G. Freitag
Chief Executive Officer and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on the 31st day of May, 2011.

<u>Signature</u>	<u>Title</u>
<u>/s/ Gregory G. Freitag</u> Gregory G. Freitag	Chief Executive Officer, Chief Financial Officer and Director (principal executive officer and principal financial and accounting officer)
* <u>Timothy M. Heaney</u>	Director
* <u>Lowell Hellervik</u>	Director
* <u>Robert J. Rudelius</u>	Director
* <u>Elmer Salovich, M.D.</u>	Director
* By: <u>/s/ Gregory G. Freitag</u> Gregory G. Freitag Attorney-in-Fact	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Texarkana, State of Texas, on the 31st day of May, 2011.

LECTEC CORPORATION 401(k) & PROFIT SHARING PLAN

By: LecTec Corporation
/s/ Gregory G. Freitag
Plan Administrator

EXHIBIT INDEX

Exhibit Number	Description
24.1	Power of Attorney

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory G. Freitag (with full power to act alone), as his true and lawful attorney-in-fact and agent, with full powers of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to execute and/or file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to the following LecTec Corporation registration statements, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, lawfully do or cause to be done by virtue hereof :

1. Form S-8 (No. 033-12780) registering shares under the LecTec Corporation 1986 Employees Stock Option Plan and the LecTec Corporation 1986 Incentive Stock Option Plan;
 2. Form S-8 (No. 033-45931) registering shares under the LecTec Corporation 1991 Directors' Stock Option Plan and the LecTec Corporation 1989 Stock Option Plan;
 3. Form S-8 (No. 333-46283) registering shares under the the LecTec Corporation 1989 Stock Option Plan;
 4. Form S-8 (No. 333-46289) registering shares and interests under the LecTec Corporation 401(k) & Profit Sharing Plan;
 5. Form S-8 (No. 333-72571) registering shares under the the LecTec Corporation Employee Stock Purchase Plan;
 6. Form S-8 (No. 333-68920) registering shares under the LecTec Corporation 2001 Stock Option Plan; and
 7. Form S-3 (No. 333-40183) registering shares to be sold by certain selling shareholders.
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IN WITNESS WHEREOF, this Power of Attorney has been signed as of this 26th day of May 2011, by the following persons:

Signature	Title
<u>/s/ Gregory G. Freitag</u> Gregory G. Freitag	Chief Executive Officer, Chief Financial Officer and Director (principal executive officer and principal financial and accounting officer)
<u>/s/ Timothy M. Heaney</u> Timothy M. Heaney	Director
<u>/s/ Lowell Hellervik</u> Lowell Hellervik	Director
<u>/s/ Robert J. Rudelius</u> Robert J. Rudelius	Director
<u>/s/ Elmer Salovich, M.D.</u> Elmer Salovich, M.D.	Director