

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE QUIGLEY CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

23-2577138
(I.R.S. Employer
Identification Number)

Kells Building
631 Shady Retreat Road
Doylestown, PA 18901
(215) 345-0919

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Guy J. Quigley
Chief Executive Officer
The Quigley Corporation
Kells Building
631 Shady Retreat Road
Doylestown, PA 18901
(215) 345-0919

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service of Process)

Copies to:

Robert H. Friedman, Esq.
Olshan Grundman Frome Rosenzweig & Wolosky LLP
505 Park Avenue
New York, New York 10022
(212) 753-7200

Approximate date of commencement of proposed sale to the public:
From time to time after this Registration Statement becomes effective.

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, please 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_|

CALCULATION OF REGISTRATION FEE

Title of Shares to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.0005 par value	1,000,000	\$7.84	\$7,840,000	\$721.28
Total.....				\$721.28

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Registrant's common stock, on The Nasdaq National Market on April 19, 2002.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 25, 2002

PROSPECTUS

1,000,000 SHARES OF COMMON STOCK

The Quigley Corporation

The selling stockholders listed in this prospectus are offering and selling up to 1,000,000 shares of our common stock. The shares are issuable upon the exercise of warrants. We will not receive any of the proceeds from the sale of the shares. However, if all the warrants are exercised, we will receive aggregate gross proceeds of \$8,250,000. These proceeds shall be used for general working capital purposes, which may include the further development of pharmaceutical products.

Our common stock is listed on The Nasdaq National Market under the symbol "QGLY." The last reported price for the common stock on April 19, 2002 was \$7.61 per share.

The selling stockholders may offer their shares of common stock on one or more exchanges or in the over-the-counter market or otherwise, at prices and at terms then prevailing or at prices related to the then current market prices, or in negotiated transactions.

This investment involves risk. See "Risk Factors" beginning on page 4.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined whether this prospectus is truthful or complete. They have not made, nor will they make, any determination as to whether anyone should buy these securities. Any representation to the contrary is a criminal offense.

The date of this prospectus is [], 2002.

PROSPECTUS SUMMARY

This summary highlights selected information from this prospectus and may not contain all the information that is important to you. In order to fully understand this offering and our company, you should read this entire document and the information we refer you to, including the financial statements and the notes to the financial statements.

Overview

The Quigley Corporation (hereinafter referred to as "we", "us", "Quigley" or the "Company") is a Nevada corporation which was organized on August 24, 1989 and commenced business operations in October 1989.

Our current primary business is manufacturing and distributing over-the-counter cold remedy products. Our key product, Cold-Eeze(R), is a zinc gluconate glycine lozenge. In two double-blind clinical studies Cold-Eeze(R) has been proven to reduce the duration and severity of common cold symptoms by nearly half. Cold-Eeze(R) is now an established product in the health care and cold remedy market.

In January 2000, we formed Darius International Inc., a wholly owned subsidiary, which directly markets and distributes health and wellness products. Accordingly, Darius provides us with a means of introducing new products to the marketplace.

Effective July 1, 2000, we acquired 60% of Caribbean Pacific Natural Products, Inc., which is based in Orlando, Florida. Caribbean is a developer and marketer of sun-care and skincare products for luxury resorts, theme parks and spas.

In January 2001, we formed an ethical pharmaceutical unit which is now Quigley Pharma Inc. Quigley Pharma is a wholly-owned subsidiary of ours which develops pharmaceutical products. We believe that Quigley Pharma will enable us to diversify into the prescription drug market and will also enable us to safely and effectively distribute important potential new products currently under development. These potential new products are based on patent applications we have acquired. We will be required to expend substantial resources to develop these applications into commercial products.

The formation of Darius International Inc., Quigley Pharma and our majority ownership of Caribbean Pacific Natural Products, Inc. provides us with diversification in both the method of product distribution and the broader range of products we can provide to the marketplace.

Our mailing address is: PO Box 1349, Doylestown, PA 18901. Our telephone number is (215) 345-0919.

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This Offering

We are registering 1,000,000 shares of our common stock for resale by certain selling stockholders. These shares are issuable upon the exercise of warrants issued to Forrester Financial, LLC pursuant to a Consulting Agreement dated March 7, 2002. The warrants are exercisable at any time beginning on March 7, 2002 and ending on March 6, 2003. 500,000 warrants are exercisable at a price of \$6.50 per share, 250,000 warrants are exercisable at a price of \$8.50 per

share and the remaining 250,000 warrants are exercisable at a price of \$11.50 per share. We are registering these shares pursuant to our consulting agreement with Forrester.

FORWARD LOOKING INFORMATION

Some of the information in this prospectus, including the following risk factors section, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, without limitation, statements regarding our expectations, beliefs, intentions and other events of our future strategies that are signified by the words "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue," or the negative of such terms and other comparable terminology. Actual results could differ materially from those projected in the forward-looking statements.

We believe it is important to communicate our expectations to our investors. However, there may be events in the future that we are not able to predict accurately or over which we have no control. The risk factors listed below, as well as any cautionary language in this prospectus, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we described in our forward-looking statements. Before you invest in our common stock, you should be aware that the occurrence of the events described in these risk factors and elsewhere in this prospectus could have a material adverse effect on our business, operating results, and financial condition.

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RISK FACTORS

The purchase of our common stock involves a high degree of risk. You should carefully consider the following risk factors, the other information set forth in this prospectus and the information we refer you to before deciding to invest in our common stock.

We Have A History of Losses and Limited Working Capital and We Expect to Increase Our Spending. In the fiscal year ended December 31, 2001, we earned a net income of \$216,000, including net settled litigation payments paid to us of approximately \$700,000 relating to licensing fees. However, in recent prior years we have not been profitable. For the fiscal years ended December 31, 2000 and 1999, we had net losses of \$5,196,000 and \$4,204,000, respectively. As of December 31, 2001, we had working capital of approximately \$18,626,000. However, we expect to increase our spending on research and development in connection with Quigley Pharma's product development. We are uncertain whether we will generate sufficient revenues to meet expenses or to operate profitably in the future.

We Have Acquired Patent Applications Which We May Not Be Able to Develop Into Pharmaceutical Medications. Our success depends on Quigley Pharma's ability to research and develop prescription medications based on our patent applications which are:

- o Method and Composition for the Topical Treatment of Diabetic Neuropathy;
- o Medicinal Composition and Method of Using it, which is primarily for treating Sialorrhea and other disorders to relieve Sialorrhea (drooling) in patients suffering from Amyotrophic Lateral Sclerosis (ALS), otherwise known as Lou Gehrig's Disease; and
- o Composition and Method for Prevention, Reduction and Treatment of Radiation Dermatitis.

These new products are in the development stage and we can not give any assurances that we can develop commercially viable products from these patent applications. Prior to any new product being ready for sale, we will have to commit substantial resources for research, development, preclinical testing, clinical trials, manufacturing scale-up and regulatory approval. We face significant technological risks inherent in developing these products. We may abandon some or all of our proposed new products before they become commercially viable. Even if we develop and obtain approval of a new product, if we cannot successfully commercialize it in a timely manner, our business and financial condition may be materially adversely effected.

We Will Need To Obtain Additional Capital To Support Long-Term Product Development And Commercialization Programs. Our ability to achieve and sustain operating profitability depends in large part on our ability to

commence, execute and complete clinical programs for, and obtain additional regulatory approvals for, prescription medications developed by Quigley Pharma, particularly in the U.S. and Europe. We cannot assure you that we will ever obtain such approvals or achieve significant levels of sales. Our current sales levels of Cold-Eeze(R) products may not

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generate all the funds we anticipate will be needed to support our current plans for product development. We may need to obtain additional financing to support our long-term product development and commercialization programs. We may seek additional funds through public and private stock offerings, arrangements with corporate partners, borrowings under lines of credit or other sources.

The amount of capital we may need to complete product development of Quigley Pharma's products will depend on many factors, including;

- o the cost involved in applying for and obtaining United States Food and Drug Administration ("FDA") and international regulatory approvals;
- o whether we elect to establish partnering arrangements for development, sales, manufacturing and marketing of such products;
- o the level of future sales of our Cold-Eeze(R) and other existing products, expense levels for our international sales and marketing efforts;
- o whether we can establish and maintain strategic arrangements for development, sales, manufacturing and marketing of our products; and
- o whether any or all of our outstanding warrants are exercised and the timing and amount of these exercises.

Many of the foregoing factors are not within our control. If we need to raise additional funds and such funds are not available on reasonable terms, we may have to reduce our capital expenditures, scale back our development of new products, reduce our workforce and out-license to others products or technologies that we otherwise would seek to commercialize ourselves. Any additional equity financing will be dilutive to shareholders, and any debt financing, if available, may include restrictive covenants.

Our Current Products and Potential New Products Are Subject to Extensive Governmental Regulation. Our business is regulated by various agencies of the states and localities where our products are sold. Governmental regulations in foreign countries where we plan to commence or expand sales may prevent or delay entry into a market or prevent or delay the introduction, or require the reformulation, of certain of our products. In addition, we cannot predict whether new domestic or foreign legislation regulating our activities will be enacted. Any new legislation could have a material adverse effect on our business, financial condition and operations. Noncompliance with any applicable requirements may subject us or the manufacturers of our products to sanctions, including warning letters, fines, product recalls and seizures.

Cold-Relief Products. The manufacturing, processing, formulation, packaging, labeling and advertising of our cold-relief products are subject to regulation by several federal agencies, including:

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- o the FDA;
- o the Federal Trade Commission ("FTC");
- o the Consumer Product Safety Commission;
- o the United States Department of Agriculture;
- o the United States Postal Service;
- o the United States Environmental Protection Agency; and
- o the Occupational Safety and Health Administration.

In particular, the FDA regulates the safety, labeling and distribution of dietary supplements, including vitamins, minerals and herbs, food additives, food supplements, over-the-counter and prescription drugs and cosmetics. In addition, the FTC has overlapping jurisdiction with the FDA to regulate the promotion and advertising of vitamins, over-the-counter drugs, cosmetics and foods. Since we do not engage in the manufacturing of our cold-relief products, we are not subject to many of these regulations. In addition, our cold-relief products are homeopathic remedies which are regulated by the Homeopathic Pharmacopoeia of the United States ("HPUS"). HPUS sets the standards for source, composition and preparation of homeopathic remedies which are officially recognized in the Federal Food, Drug and Cosmetics Act of 1938.

Quigley Pharma. The preclinical development, clinical trials, product manufacturing and marketing of Quigley Pharma's potential new products are subject to federal and state regulation in the United States and other countries. Clinical trials and product marketing and manufacturing are subject to the rigorous review and approval processes of the FDA and foreign regulatory authorities. Obtaining FDA and other required regulatory approvals is lengthy and expensive. Typically, obtaining regulatory approval for pharmaceutical products requires substantial resources and takes several years. The length of this process depends on the type, complexity and novelty of the product and the nature of the disease or other indication to be treated. Preclinical studies must comply with FDA regulations. Clinical trials must also comply with FDA regulations and may require large numbers of test subjects, complex protocols and possibly lengthy follow-up periods. Consequently, satisfaction of government regulations may take several years, may cause delays in introducing potential new products for considerable periods of time and may require imposing costly procedures upon our activities. If we cannot obtain regulatory approval of new products in a timely manner or at all we could be materially adversely effected. Even if we obtain regulatory approval of new products, such approval may impose limitations on the indicated uses for which the products may be marketed which could also materially adversely effect our business financial condition and future operations.

Our Business is Very Competitive and Increased Competition Could Have a Significant Impact on Our Earnings. Both the non-prescription healthcare product and pharmaceutical industries are highly competitive. Many of our competitors have substantially greater capital

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resources, research and development staffs, facilities and experience than we do. These and other entities may have or may develop new technologies. These technologies may be used to develop products that compete with ours.

We believe that our cold-relief product, Cold-Eeze(R), has a competitive advantage over other cold remedy products because it has been clinically proven to reduce the severity and duration of common cold symptoms. We also believe that our sun-care and skincare products have an advantage over our competitors' products because our products use only all-natural, eco-safe, and organic ingredients and are marketed to luxury resorts, theme parks and spas. Also, many of our competitors' products are made with petro-chemicals, synthetic and chemical additives, synthetic preservatives, fillers and softeners, all of which may have side-effects. Darius has an advantage over its competitors because it directly sells its proprietary health and wellness products through its extensive network of independent distributors. Competition in Quigley Pharma's expected product areas from large pharmaceutical companies, and other companies, universities and research institutions, is intense and expected to increase.

The Company believes that its ability to compete depends on a number of factors, including price, product quality, availability, reliability and name recognition of its cold-relief, sun-care and skincare and health and wellness products and Quigley Pharma's ability to successfully develop and market prescription medications. There can be no assurance that we will be able to compete successfully in the future. If we are unable to compete, our earnings may be significantly impacted.

Our Future Success is Dependent on the Continued Services of Key Personnel Including Our Chairman of the Board of Directors, President and Chief Executive Officer. Our future success depends in large part on the continued service of our key personnel. In particular, the loss of the services of Guy J. Quigley, our Chairman of the Board, President and Chief Executive Officer could have a material adverse effect on our operations. We have an employment agreement with Mr. Quigley which expires on May 31, 2005. Our future success and growth also depends on our ability to continue to attract, motivate and retain highly qualified employees. If we are unable to attract, motivate and retain qualified employees, our business and operations could be materially adversely effected.

Our Future Success Depends on the Continued Employment of Richard A.

Rosenbloom, M.D., Ph.D., of Quigley Pharma. Quigley Pharma's potential new products are being developed through the efforts of Dr. Rosenbloom. The loss of his services could have a material adverse effect on our product development and future operations.

Our Future Success is Dependent on the Continued Sales of Our Principal Product. For the fiscal year ended December 31, 2001, our Cold-Eeze(R) products represented 68.4% of our total sales. Until such time that significant sales are generated by Darius, Caribbean or Quigley Pharma, our future performance will depend, almost entirely, on the continued customer acceptance of our Cold-Eeze(R) products. However, there can be no assurance that our Cold-Eeze(R) products will continue to receive market acceptance. The inability to successfully commercialize Cold-Eeze(R) in the future, for any reason, would have a material adverse effect on our financial condition, prospects and ability to continue operations.

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We Are Dependent on a Third-Party Manufacturer and Supplier for the Production of Our Cold-Relief Products. We do not own or lease any manufacturing facilities, do not manufacture the Cold-Eeze(R) product, nor do we manufacture any of the ingredients in this product. We purchase all active ingredients in connection with our Cold-Eeze(R) product from a single unaffiliated supplier. We have entered into a contract with a single manufacturer to supply our zinc gluconate lozenge products. Should this relationship terminate, we believe that the contingency plans which we have formulated would prevent a termination from materially affecting our operations. However, if this relationship is terminated, there may be delays in production of our cold-relief products until an acceptable replacement facility is located. In addition, the terms on which suppliers and manufacturers will be available could have a material effect on our success.

We are Uncertain as to Whether We Can Protect Our Proprietary Rights. The strength of our patent position may be important to our long-term success. We currently own no patents. However, in connection with products expected to be developed by Quigley Pharma, we own three patent applications. In addition, we have been granted an exclusive agreement for worldwide representation, manufacturing, marketing and distribution rights to a zinc/gluconate/glycine lozenge formulation. That formulation has been patented in the United States, Germany, France, Italy, Sweden, Canada and Great Britain and a patent is pending in Japan. We also had an exclusive license from George Eby Research for a United States use patent for zinc gluconate. This license and the U.S. patent expired in March, 2002. We do not anticipate any material impact on our financial statements from the expiration of such license and patent.

There can be no assurance that these patents and patent applications will effectively protect our products from duplication by others. In addition, we may not be able to afford the expense of any litigation which may be necessary to enforce our rights under any patent or patent application. Moreover, although we believe that our current and future products do not and will not infringe upon the patents or violate the proprietary rights of others, if any of our current or future products do infringe upon the patents or proprietary rights of others, we may have to modify our products or obtain an additional license for the manufacture and/or sale of such products. We could also be prohibited from selling the infringing products. If we are found to infringe on the proprietary rights of others, we are uncertain whether we will be able to take corrective actions in a timely manner, upon acceptable terms and conditions, or at all, and the failure to do so could have a material adverse effect upon our business, financial condition and operations.

We also use non-disclosure agreements with our employees, suppliers, consultants and customers to establish and protect the ideas, concepts and documentation of our confidential non-patented and non-copyright protected proprietary technology and know-how. However, these methods may not afford complete protection. There can be no assurance that third parties will not obtain access to or independently develop our technologies, know-how, ideas, concepts and documentation, which could have a material adverse effect on our financial condition.

The Sales of Our Products Fluctuates by Season. A substantial portion of our business is highly seasonal, which causes significant variations in operating results from quarter to quarter. The third and fourth quarters generally represent the largest sales volume for our cold remedy products and the first and second quarters generally represent the largest sales volume for our sun-care and

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skincare products. There can be no assurance that we will be able to manage our working capital needs and our inventory to meet the fluctuating demand for our products. Failure to accurately predict and respond to consumer demand may cause us to produce excess inventory. Conversely, if products achieve greater success than anticipated for any given quarter, we may not have sufficient inventory to meet customer demand.

Our Existing Products and Our New Products Under Development Expose Us to Potential Product Liability Claims. Our business exposes us to an inherent risk of potential product liability claims, including claims for serious bodily injury or death caused by the sales of our existing products and the clinical trials of our products which are being developed. These claims could lead to substantial damage awards. We currently maintain product liability insurance in the amount of, and with a maximum payout of, \$61 million. A successful claim brought against us in excess of, or outside of, our insurance coverage could have a material adverse effect on our results of operations and financial condition. Claims against us, regardless of their merit or eventual outcome, may also have a material adverse effect on the consumer demand for our products.

We Are Engaged in a Lawsuit Regarding Certain Forward and Reverse Stock Splits. We have been involved in ongoing litigation since 1997 against two individuals, Thomas Goldblum and Alan Wayne, who claim that they are entitled to the monetary value of 1,000,000 shares of our common stock as if they had owned those shares since May 1990 and sold them at historic highs. Their claim, with respect to the number of shares which they purport to own, has been based on the alleged invalidity of certain of our previously completed forward and reverse stock splits.

We have vigorously defended this action on its merits. We have further filed a declaratory judgment action in Nevada asking for ratification of a series of corrective actions taken by our shareholders on October 15, 1999 ratifying the forward and reverse stock splits in question. On March 19, 2002, a Nevada court made a decision declaring that the corrective actions were valid. If appealed after judgment is entered, we believe that the decision will be upheld. However, we cannot predict the final outcome in the Nevada case (as to the validity of the stock splits) or the underlying case (as to the ownership of shares).

We Are Involved in a Class Action Lawsuit Regarding Claims Relating to Certain of Our Cold-Eeze(R) Products. In September, 2000, we were sued by two individuals (Jason Tesaro and Elizabeth Eley, both residents of Georgia), on behalf of a "nationwide class" of "similarly situated individuals," in the Court of Common Pleas of Philadelphia County, Pennsylvania. The complaint alleges that the plaintiffs purchased certain Cold-Eeze(R) products between August, 1996, and November, 1999, based upon cable television, radio and Internet advertisements which allegedly misrepresented the qualities and benefits of our Cold-Eeze(R) products. The complaint requests an unspecified amount of damages. Causes of action that have not been dismissed include breach of warranty and unjust enrichment. We believe that the lawsuit lacks merit and are vigorously defending it. If we are unsuccessful in our defense, the marketability of our Cold-Eeze(R) products and our revenues could be materially adversely effected.

A Substantial Amount of Our Outstanding Common Stock is Owned by Our Chairman of the Board and President and Our Executive Officers and Directors as a Group Can Significantly

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Influence All Matters Voted on By Our Shareholders. Guy J. Quigley, our Chairman of the Board, President and Chief Executive Officer, through his beneficial ownership, has the power to vote approximately 34.4% of our common stock. Mr. Quigley and our other executive officers and directors collectively beneficially own approximately 52.9% of our stock. These individuals have significant influence over the outcome of all matters submitted to shareholders for approval, including election of directors. Consequently, they have control over all of our major decisions which could prevent a change of control of the Company.

Our Stock Price is Volatile. The market price of our common stock has experienced significant volatility. From March 30, 2001 to March 29, 2002 per share bids ranged from a low of approximately \$.81 to a high of approximately \$6.92. There are several factors which could effect the price of our common stock, some of which are announcements of technological innovations for new commercial products by us or our competitors, developments concerning proprietary rights, new or revised governmental regulation or general conditions in the market for our products. Sales of a substantial number of shares by existing security holders could also have an adverse effect on the market price of our securities.

Future Sales of Our Common Stock Could Effect the Price Per Share of Our Common Stock. There is a substantial amount of common stock which may be sold into the public market pursuant to Rule 144 or otherwise. These sales could adversely affect the market price of our common stock and could impair our ability to raise additional capital through the sale of our equity securities.

We Do Not Intend to Pay Dividends in the Foreseeable Future. We have not paid cash dividends on our common stock since our inception. We currently intend to retain earnings, if any, for use in our business and do not anticipate paying any dividends to our shareholders in the foreseeable future.

Barriers to Takeover. Our Articles of Incorporation and By-Laws contain certain provisions which may deter, discourage, or make it difficult to assume control of us by another corporation or person through a tender offer, merger, proxy contest or similar transaction or series of transactions. These provisions may deter a future tender offer or other takeover attempt. Some shareholders may believe such an offer to be in their best interest because it may include a premium over the market price of our capital stock at the time. In addition, these provisions may assist our current management in retaining its position and place it in a better position to resist changes which some shareholders may want to make if dissatisfied with the conduct of our business.

We Have Agreed to Indemnify Our Officers and Directors From Liability. Sections 78.7502 and 78.751 of the Nevada General Corporation Law ("NGCL") allow us to indemnify any person who is or was made a party to, or is or was threatened to be made a party to, any pending, completed, or threatened action, suit or proceeding because he or she is or was a director, officer, employee or agent of ours or is or was serving at our request as a director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise. These provisions permit us to advance expenses to an indemnified party in connection with defending any such proceeding, upon receipt of an undertaking by the indemnified party to repay those amounts if it is later determined that the party is not entitled to indemnification. These provisions may also reduce the likelihood of

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derivative litigation against directors and officers and discourage or deter shareholders from suing directors or officers for breaches of their duties to us, even though such an action, if successful, might otherwise benefit Quigley and its shareholders. In addition, to the extent that we expend funds to indemnify directors and officers, funds will be unavailable for operational purposes.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference rooms in Washington, D.C., New York, New York or Chicago, Illinois. You may obtain further information on the operation of the public reference rooms by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public over the Internet at the SEC's website at <http://www.sec.gov>. You may also request copies of such documents, upon payment of a duplicating fee, by writing to the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549. Reports and other information regarding our Nasdaq listing may be inspected at the offices of Nasdaq at 1735 K Street, N.W., Washington, D.C. 20006 or over the Internet at Nasdaq's website at <http://www.nasdaq.com>.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Quigley Corporation has filed with the SEC, a registration statement on Form S-3 under the Securities Act, covering the securities offered by this prospectus. This prospectus does not contain all of the information that you can find in our registration statement and the exhibits to the registration statement.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and later information filed with the SEC will update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

- (a) Our Annual Report on Form 10-K, for the year ended December 31, 2001;

- (b) Our Report on Form 8-K dated April 11, 2002; and
- (c) The description of our common stock contained in our registration statement on Form 8-A filed October 25, 1996, including any amendments or reports filed for the purpose of updating such descriptions.

You may request a copy of these filings, at no cost, by writing or telephoning us at The Quigley Corporation, Kells Building, 631 Shady Retreat Road, Doylestown, PA 18901, Attention: Chief Financial Officer, telephone (215) 345-0919.

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ABOUT QUIGLEY

The Quigley Corporation is a Nevada corporation which was organized on August 24, 1989 and commenced business operations in October 1989.

Since our inception, we have continued to conduct research and development into various types of health-related food supplements and homeopathic cold remedies. Initially, we marketed and distributed a line of nutritious health supplements known as "Nutri-Bars". During 1995, we reduced our emphasis on marketing Nutri-Bars and commenced focusing our marketing and research and development resources towards our patented Cold-Eeze(R) zinc gluconate glycine cold relief products.

Since June 1996, we have concentrated our business operations on the manufacturing, marketing and development of our proprietary Cold-Eeze(R) and Cold-Eeze Plus cold-remedy lozenge products and on development of various product extensions. In two double-blind clinical studies these products have been shown to reduce the duration and severity of common cold symptoms. We acquired worldwide manufacturing and distribution rights to this formulation in 1992 and commenced national marketing in 1996.

Prior to the fourth quarter 1996, we had minimal revenues and as a result suffered continued losses due to ongoing research and development and operating expenses. However, in 1997 we had significant revenue increases from the sale of our Cold-Eeze(R) products. The increase was due in part to our nationwide marketing campaign and the increased public awareness of our Cold-Eeze(R) products through media public service announcements.

In January 2000, we formed Darius International Inc., a wholly owned subsidiary, which directly markets and distributes health and wellness products. Accordingly, Darius provides us with a means of introducing new products to the marketplace.

Effective July 1, 2000, we acquired 60% of Caribbean Pacific Natural Products, Inc., a leading developer and marketer of all-natural sun-care and skincare products for luxury resorts, theme parks and spas. Caribbean Pacific Natural Products, Inc. is headquartered in Orlando, Florida.

In January 2001, we formed an ethical pharmaceutical unit which is now Quigley Pharma Inc. Quigley Pharma is a wholly-owned subsidiary of ours which develops pharmaceutical products. We believe that Quigley Pharma will enable us to diversify into the prescription drug market and will also enable us to safely and effectively distribute important potential new products currently under development. These potential new products are based on patent applications we have acquired. We expect to expend substantial resources to develop these applications into commercial products.

The formation of Darius International Inc., Quigley Pharma and our majority ownership of Caribbean Pacific Natural Products, Inc., provides us with diversification in both the method of product distribution and the broader range of products we can provide to the marketplace.

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USE OF PROCEEDS

The shares of common stock offered hereby are issuable upon the exercise of warrants and are being registered for the account of selling stockholders. All net proceeds from the sale of the common stock will go to the stockholders who offer and sell their shares. If all of the warrants are exercised, we will receive \$8,250,000 in proceeds. Any proceeds that we may receive upon exercise of the warrants shall be used for general working capital

purposes which may include further development of pharmaceutical products.

SELLING STOCKHOLDERS

The selling stockholder has informed us that the name, address, maximum number of shares of common stock to be sold and total number of shares of common stock which such selling stockholder owns are as set forth in the following table. The selling stockholder may sell all or part of its shares of common stock registered pursuant to this prospectus.

Name and Address -----	Number of Shares of Common Stock Beneficially Owned Prior to Offering(1) -----	Maximum Number of Shares to be Offered for Resale -----	Shares Beneficially Owned After Offering(2) -----	
			Number -----	Percent -----
Forrester Financial, LLC (3) 5 Hoefleys Lane Leonia, New Jersey 07605	1,000,000	1,000,000	0	0%

- (1) The calculation of shares of common stock beneficially owned was determined in accordance with Rule 13d-3 of the Exchange Act.
- (2) Assumes that all common stock offered by the selling stockholder is sold.
- (3) Effective March 7, 2002, the Company and Forrester Financial, LLC ("Forrester") entered into a Financial Consulting Agreement. As consideration for the services to be provided by Forrester, the Company issued to it warrants to purchase up to 1,000,000 shares of common stock which are exercisable beginning on March 7, 2002 and ending on March 6, 2003. 500,000 warrants are exercisable at a price of \$6.50 per share, 250,000 warrants are exercisable at a price of \$8.50 per share and the remaining 250,000 warrants are exercisable at a price of \$11.50 per share.

Our registration of the shares included in this prospectus does not necessarily mean that the selling stockholder will opt to sell any of the shares offered hereby. The shares covered by this prospectus may be sold from time to time by the selling stockholder so long as this prospectus remains in effect.

TRANSFER AGENT

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, New York, New York.

PLAN OF DISTRIBUTION

We are registering 1,000,000 shares of our common stock on behalf of the selling stockholder. As used herein, "selling stockholders" includes the selling stockholder named in the table above and pledgees, donees, transferees or other successors-in-interest selling shares received from a named selling stockholder as a gift, partnership distribution or other non-sale-related transfer after the date of this prospectus. The selling stockholders may sell the shares from time to time and may also decide not to sell all the shares they are allowed to sell under this prospectus. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. The sales may be made on one or more exchanges or in the over-the-counter market or otherwise, at prices and at terms then prevailing or at prices related to the then current market prices, or in negotiated transactions. The selling stockholders may effect such transactions by selling the shares to or through broker-dealers. The shares may be sold by one or more of, or a combination of, the following:

- o a block trade in which the broker-dealer so engaged will attempt to sell shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- o purchases by a broker-dealer as principal and resale by such broker-dealer for its account pursuant to this prospectus;

- o an exchange distribution in accordance with the rules of such exchange;
- o ordinary brokerage transactions and transactions in which the broker solicits purchasers; and
- o privately negotiated transactions.

To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. In effecting sales, broker-dealers engaged by the selling stockholders may arrange for other broker-dealers to participate in the resales.

The selling stockholders may enter into hedging transactions with broker-dealers in connection with distributions of shares or otherwise. In such transactions, broker-dealers may engage in short sales of shares in the course of hedging the positions they assume with selling stockholders. The selling stockholders also may sell shares short and redeliver shares to close out such short positions. The selling stockholders may enter into option or other transactions with broker-dealers which require the delivery of shares to the broker-dealer. The broker-dealer may then resell or otherwise transfer such shares pursuant to this prospectus. The selling stockholders also may loan or pledge shares to a broker-dealer. The broker-dealer may sell the shares so loaned, or upon a default the broker-dealer may sell the shares so pledged, pursuant to this prospectus.

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Broker-dealers or agents may receive compensation in the form of commissions, discounts or concessions from selling stockholders. Broker-dealers or agents may also receive compensation from the purchasers of shares for whom they act as agents or to whom they sell as principals, or both. Compensation as to a particular broker-dealer might be in excess of customary commissions and will be in amounts to be negotiated in connection with transactions involving shares. Broker-dealers or agents and any other participating broker-dealers or the selling stockholders may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act in connection with sales of shares. Accordingly, any such commission, discount or concession received by them and any profit on the resale of shares purchased by them may be deemed to be underwriting discounts or commissions under the Securities Act. Because selling stockholders may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, the selling stockholders will be subject to the prospectus delivery requirements of the Securities Act. In addition, any shares owned by a selling stockholder covered by this prospectus which qualify for sale pursuant to Rule 144 promulgated under the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus. The selling stockholders have advised us that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their shares.

The shares may be sold by selling stockholders only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of shares may not simultaneously engage in market making activities with respect to our common stock for a period of two business days prior to the commencement of such distribution. In addition, each selling stockholder will be subject to applicable provisions of the Exchange Act and the associated rules and regulations under the Exchange Act, including Regulation M, which provisions may limit the timing of purchases and sales of shares of our common stock by the selling stockholders. We will make copies of this prospectus available to the selling stockholders and have informed them of the need for delivery of copies of this prospectus to purchasers at or prior to the time of any sale of the shares.

We will file a supplement to this prospectus, if required, pursuant to Rule 424(b) under the Securities Act upon being notified by a selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer. Such supplement will disclose:

- o the name of each such selling stockholder and of the participating broker-dealer(s);
- o the number of shares involved;

- o the price at which such shares were sold;
- o the commissions paid or discounts or concessions allowed to such broker-dealer(s), where applicable;

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- o that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus; and
- o other facts material to the transaction.

In addition, we will file a supplement to this prospectus upon being notified by a selling stockholder that a donee or pledgee intends to sell more than 500 shares.

We will bear all costs, expenses and fees in connection with the registration of the shares. The selling stockholders will bear all commissions and discounts, if any, attributable to the sales of the shares. The selling stockholders may agree to indemnify any broker-dealer or agent that participates in transactions involving sales of the shares against certain liabilities, including liabilities arising under the Securities Act.

LEGAL MATTERS

The legality of the securities offered hereby will be passed upon for us by Olshan Grundman Frome Rosenzweig & Wolosky LLP, New York, New York.

EXPERTS

The financial statements incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2001, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended ("Securities Act") may be permitted to our directors, officers or persons controlling us, we have been advised that it is the SEC's opinion that such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

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We have not authorized any person to make a statement that differs from what is in this prospectus. If any person does make a statement that differs from what is in this prospectus, you should not rely on it. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state in which the offer or sale is not permitted. The information in this prospectus is complete and accurate as of its date, but the information may change after that date.

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The Quigley Corporation

1,000,000
Shares of Common Stock

PROSPECTUS

[], 2002

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. Other Expenses of Issuance and Distribution.

The following table sets forth the various expenses which will be paid by us in connection with the securities being registered. With the exception of the SEC registration fee, all amounts shown are estimates.

SEC registration fee.....	\$721.28
Legal fees and expenses (including Blue Sky).....	\$15,000.00
Accounting Fees and Expenses.....	\$6,000.00
Miscellaneous.....	\$5,000.00
Total.....	\$26,721.28

ITEM 15. Indemnification of Directors and Officers.

The Company's By-laws authorize indemnification of directors and officers as follows:

ARTICLE V - INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS

Section 1. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. No officer, director or shareholder may become surety on behalf of the corporation for any of its obligations under any circumstances whatsoever.

Under Nevada's General Corporation Law, the Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil,

right of the Company (such as a shareholder derivative suit), by reason of the fact that such person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification may extend to expenses, including attorneys' fees, judgments, fines and amount paid in settlement actually and reasonable incurred by such person in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court to be liable to the Company or for amounts paid in settlement to the Company, unless the court in which the action or suit was brought, or another court of competent jurisdiction, determines that in view of all the circumstances, the person is fairly and reasonably entitled to be indemnified for such expenses.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to any charter, provision, by-law, contract, arrangement, statute or otherwise, the Company has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

ITEM 16. Exhibits.

- -----

- *3.1 Articles of Incorporation of the Company (as amended).
- *3.2 Certificate to Increase the Number of Authorized Shares of the Company.
- *3.3 Bylaws of the Company as currently in effect.
- **5.0 Opinion of Olshan Grundman Frome & Rosenzweig LLP with respect to legality of the Common Stock.
- **23.1 Consent of Olshan Grundman Frome & Rosenzweig LLP, included in Exhibit No. 5.
- **23.2 Consent of PricewaterhouseCoopers LLP.
- **24.0 Power of Attorney, included on the signature page to this Registration Statement.

- -----
- * Previously filed.
 - ** Filed herewith.

ITEM 17. Undertakings.

- -----

(a) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of an action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling

precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(b) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(c) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Doylestown, State of Pennsylvania on the 25th day of April 2002.

The Quigley Corporation

By: /s/ Guy J. Quigley

Guy J. Quigley
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Guy J. Quigley and Charles A. Phillips his true and lawful attorney-in-fact with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Guy J. Quigley ----- Guy J. Quigley	Chairman of the Board, President, Chief Executive Officer and Director	April 25, 2002
/s/ Charles A. Phillips ----- Charles A. Phillips	Executive Vice President, Chief Operating Officer and Director	April 25, 2002
/s/ George J. Longo ----- George J. Longo	Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	April 25, 2002
/s/ Eric H. Kaytes ----- Eric H. Kaytes	Vice President, Chief Information Officer, Secretary, Treasurer and Director	April 25, 2002
/s/ Jacqueline F. Lewis ----- Jacqueline F. Lewis	Director	April 25, 2002

/s/ Rounsevelle W. Schaum
- -----
Rounsevelle W. Schaum

Director

April 25, 2002

/s/ Charles A. Genuardi
- -----
Charles A. Genuardi

Director

April 25, 2002

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 15, 2002 relating to the financial statements, which appears in The Quigley Corporation's Form 10-K for the year ended December 31, 2001. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PRICEWATERHOUSECOOPERS LLP

PRICEWATERHOUSECOOPERS LLP

Philadelphia, Pennsylvania
April 24, 2002

OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
505 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 753-7200

April 25, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Re: The Quigley Corporation
Registration Statement on Form S-3

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-3 dated April 25, 2002, (the "Registration Statement"), filed with the Securities and Exchange Commission by The Quigley Corporation, a Nevada corporation (the "Company"). The Registration Statement relates to the resale by certain selling shareholders of an aggregate of 1,000,000 shares (the "Shares") of the Company's Common Stock, \$.0005 par value. The Shares will be issued by the Company to the selling shareholders named in the Registration Statement upon the exercise of outstanding warrants.

We advise you that we have examined original or copies certified or otherwise identified to our satisfaction of the Certificate of Incorporation and By-laws of the Company, minutes of meetings of the Board of Directors and shareholders of the Company, the Registration Statement, and such other documents, instruments and certificates of officers and representatives of the Company and public officials, and we have made such examination of the law as we have deemed appropriate as the basis for the opinion hereinafter expressed. In making such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and will be validly issued, fully paid and non-assessable upon the exercise of the warrants, subject, however, to receipt by the Company of the exercise price for the warrants in accordance with their respective terms.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and we further consent to the reference to this firm under the caption "Legal Matters" in the Registration Statement and the Prospectus forming a part thereof.

We advise you that certain members of this firm are optionholders and shareholders of the Company.

Very truly yours,

/s/ OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP