

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

23-2577138

(State or Other Jurisdiction of
Incorporation or Organization)

(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. |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. |X| 333-86976

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	250,000	\$6.27	\$1,567,500	\$127
Total.....				\$127

(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 March 25, 2003.

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.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN
INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering by the Registrant contemplated by the Registration Statement on Form S-3, File No. 333-86976, originally filed with the Securities and Exchange Commission on April 25, 2002, as supplemented on February 27, 2003 (the "Prior Registration Statement"), and is being filed for the purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement are hereby incorporated by reference.

EXHIBIT INDEX

- *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 & Wolosky LLP, with respect to legality of the Common Stock.
- **23.1 Consent of Olshan Grundman Frome Rosenzweig & Wolosky LLP, included in Exhibit No. 5.0.
- **23.2 Consent of PricewaterhouseCoopers LLP.
- **24.0 Power of Attorney, included on the signature page to this Registration Statement.

* Previously filed.
** Filed herewith.

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, Commonwealth of Pennsylvania on the 31st day of March, 2003.

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	3/31/03
/s/ Charles A. Phillips - ----- Charles A. Phillips	Executive Vice President, Chief Operating Officer and Director	3/31/03
/s/ George J. Longo - ----- George J. Longo	Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	3/31/03
/s/ Jacqueline F. Lewis - ----- Jacqueline F. Lewis	Director	3/31/03
/s/ Rounsevelle W. Schaum - ----- Rounsevelle W. Schaum	Director	3/31/03
- ----- Stephen W. Wouch	Director	_____

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

March 31, 2003

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:

We have acted as counsel to The Quigley Corporation (the "Company"), and at your request, we are rendering this opinion in connection with the proposed resale by certain selling shareholders of up to 250,000 shares (the "Shares") of the Company's Common Stock, \$.0005 par value per share, pursuant to a Registration Statement on Form S-3 filed by the Company (the "Rule 462(b) Registration Statement") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"). The Rule 462(b) Registration Statement relates to the Company's Registration Statement on Form S-3 dated April 25, 2002, as supplemented on February 27, 2003 (the "Registration Statement"), filed with the Securities and Exchange Commission 333-86976. 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 Rule 462(b) Registration Statement, 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 Rule 462(b) Registration Statement and we further consent to the reference to this firm under the caption "Legal Matters" in the 462(b) 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

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 17, 2003 relating to the financial statements, which appears in The Quigley Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania
March 31, 2003