

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

Post-Effective Amendment No. 1 to  
FORM S-3 REGISTRATION STATEMENT NO. 333-196352  
UNDER  
THE SECURITIES ACT OF 1933

PROPHASE LABS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

621 N. Shady Retreat Road  
Doylestown, Pennsylvania 18901  
(215) 345-0919  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

Robert V. Cuddihy, Jr.  
Chief Financial Officer and Chief Operating Officer  
621 N. Shady Retreat Road  
Doylestown, Pennsylvania 18901  
(215) 345-0919  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Herbert Kozlov  
Aron Izower  
Reed Smith LLP  
599 Lexington Avenue  
22nd Floor  
New York, New York 10022  
Telephone: (212) 521-5400  
Facsimile: (212) 521-5450

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Approximate date of commencement of proposed sale to the public: Not applicable. Termination of the above referenced registration statement as no further securities will be offered and sold pursuant to such 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.

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.

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  (Do not check if a smaller reporting company) Smaller reporting company

This Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 listed above shall become effective in accordance with Section 8(c) of the Securities Act of 1933 on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(c), may determine.

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EXPLANATORY NOTE  
DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the Registration Statement No. 333-196352, originally filed by ProPhase Labs, Inc., a Delaware corporation (the “Company”), on Form S-3 with the Securities and Exchange Commission (the “SEC”), on May 29, 2014 (the “Registration Statement”).

The Registration Statement related to the offer and resale of 3,000,000 shares of the Company’s common stock, par value \$0.0005 per share (“Common Stock”), by Dutchess Opportunity Fund II, LP (“Dutchess”), which Dutchess agreed to purchase pursuant to an investment agreement dated May 28, 2014, between Dutchess and the Company. All 3,000,000 shares of Common Stock have been sold, and, therefore, no further shares of the Company’s Common Stock will be offered and sold pursuant to the Registration Statement. The Company therefore is filing this Post-Effective Amendment No. 1 to the Registration Statement to terminate the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the township of Doylestown, Commonwealth of Pennsylvania, on July 23, 2015.

PROPHASE LABS, INC.

By: /s/ Robert V. Cuddihy, Jr. \_\_\_\_\_

Name: Robert V. Cuddihy, Jr.

Title: Chief Operating Officer and Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.

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