

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

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

**TEKMIRA PHARMACEUTICALS CORPORATION**  
(Exact name of registrant as specified in its charter)

**British Columbia**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**100-8900 Glenlyon Parkway,  
Burnaby, BC V5J 5J8  
(604) 419-3200**

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

**National Registered Agents, Inc.  
505 Union Avenue SE, Suite 120  
Olympia, Washington 98501-1474  
(360) 357-6794**

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

**Daniel M. Miller  
Dorsey & Whitney LLP  
Suite 1605, 777 Dunsmuir Street  
Pacific Centre  
Vancouver, British Columbia  
Canada V7Y 1K4**

**Copies to:  
Mark J. Murray  
Bruce Cousins  
Tekmira Pharmaceuticals Corporation  
100-8900 Glenlyon Parkway  
Burnaby, British Columbia  
Canada V5J 5J8  
(604) 419-3212**

**R. Hector MacKay-Dunn, Q.C.  
Farris, Vaughan, Wills & Murphy LLP  
2500-700 West Georgia Street  
Vancouver, British Columbia  
Canada V7Y 1B3  
(604) 684-9151**

**From time to time after the effective date of this Registration Statement  
(Approximate date of commencement of proposed sale to the public)**

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.  333-200625

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. (Check one):

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller Reporting Company

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common shares, no par value	\$30,000,000	30,000,000	\$3,486

1. The registrant previously registered securities having a proposed maximum aggregate offering price of \$150,000,000 on a registration statement on Form S-3 (File No. 333-200625), which became effective under the Securities Act of 1933 on December 11, 2014. As of the date hereof, none of such securities have been sold, and all of such securities therefore remain to be offered and sold under such registration statement. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, an additional number of common shares of the registrant having an proposed maximum aggregate offering price of \$30,000,000, including common shares issuable upon exercise of any underwriters' option to purchase additional common shares, is hereby registered, representing no more than 20% of the maximum aggregate offering price of unsold securities under the prior registration statement.
2. The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

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**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.**

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## EXPLANATORY NOTE

This registration statement is being filed by Tekmira Pharmaceuticals Corporation with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. This registration statement relates to the public offering of common shares, no par value, of the registrant contemplated by the registration statement on Form S-3, as amended (File No. 333-200625), initially filed with the Commission on November 26, 2014 and declared effective under the Securities Act of 1933 on December 11, 2014 (the "Prior Registration Statement"), and is being filed for the sole purpose of registering an additional \$30,000,000 aggregate amount of Tekmira's common shares.

The contents of the Prior Registration Statement, including the prospectus contained therein, and any and all prospectus supplements and exhibits thereto, are hereby incorporated by reference into this registration statement in their entirety and are deemed to be part of this registration statement.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this 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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Vancouver, British Columbia, Canada, on March 19, 2015.

### TEKMIRA PHARMACEUTICALS CORPORATION

By: /s/ Mark J. Murray  
Name: Mark J. Murray  
Title: President and Chief Executive Officer

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark J. Murray and Bruce Cousins, and each of them, his or her true and lawful attorneys-in-fact and agents, each acting alone, with the powers of substitution and revocation, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement on Form S-3, and any and all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, 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 that all such attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-3 has been signed by the following persons in the capacities indicated below on March 19, 2015.

<u>Signature</u>	<u>Title</u>
<u>/s/ Vivek Ramaswamy</u> Vivek Ramaswamy	Director (Chairman)
<u>/s/ Mark J. Murray</u> Mark J. Murray	President, Chief Executive Officer and Director (Principal Executive Officer) and Authorized Person in the United States
<u>/s/ Bruce Cousins</u> Bruce Cousins	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer and Accounting Officer)
<u>/s/ Richard C. Henriques, Jr.</u> Richard C. Henriques, Jr.	Director
<u>/s/ Keith Manchester</u> Keith Manchester	Director
<u>/s/ Frank Karbe</u> Frank Karbe	Director

**Signature**

**Title**

/s/ William T. Symonds

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William T. Symonds

Director

/s/ Herbert J. Conrad

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Herbert J. Conrad

Director

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of Tekmira Pharmaceuticals Corporation in the United States, on March 19, 2015.

**OnCore Biopharma, Inc.**

By: /s/ Mark J. Murray

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Mark J. Murray

President

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description of Document</u></b>
5.1	Opinion of Farris, Vaughan, Wills & Murphy LLP
23.1	Consent of KPMG LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of Grant Thornton LLP
23.4	Consent of Farris, Vaughan, Wills & Murphy LLP (included in Exhibit 5.1)
24.1	Powers of Attorney (included on signature page to the registration statement)

March 19, 2015

Tekmira Pharmaceuticals Corporation

Dear Sirs/Mesdames:

**Re: Tekmira Pharmaceuticals Corporation**

We are Canadian counsel to Tekmira Pharmaceuticals Corporation (the “**Corporation**”), a British Columbia, Canada company, and have been requested to provide this opinion in connection with the filing of a registration statement on Form S-3 (the “**Registration Statement**”) to be filed on the date hereof by the Corporation with the Securities and Exchange Commission (the “**Commission**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). The Registration Statement relates to the issuance and sale by the Corporation, from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act, of up to a proposed maximum aggregate offering amount of US\$30,000,000.00 of the Corporation’s common shares, no par value (the “**Common Shares**”).

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement; (ii) the Corporation’s Notice of Articles as amended (the “**Notice of Articles**”), as in effect on the date hereof; (iii) the Corporation’s Articles as amended (together with the Notice of Articles, the “**Constituting Documents**”), as in effect on the date hereof; and (iv) a copy of the resolutions of the Corporation’s board of directors, relating to the issuance and sale of the Common Shares and other matters. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Corporation and such agreements, certificates of public officials, certificates of officers, or other representatives of the Corporation, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies and the authenticity of the originals of such documents. In making our examination of executed documents or documents which may be executed, we have assumed that the parties thereto, other than the Corporation had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties, of such documents and that (except to the extent we have opined on such matters below) such documents constitute or will constitute valid and binding obligations of the parties thereto.

FARRIS, VAUGHAN, WILLS &amp; MURPHY LLP

Barristers • Solicitors Vancouver | Kelowna | Victoria

As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Corporation and others. We have also assumed that, at the time of issuance of any Common Shares: (i) the Constating Documents, and the Applicable Law (defined below) shall not have been amended so as to affect the validity of such issuance, (ii) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become and remains effective under the Securities Act, an appropriate amended prospectus or prospectus supplement with respect to the Common Shares has been prepared, delivered, and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (iii) the Common Shares are in accordance with the terms of their governing instruments; and (iv) if the Common Shares are to be sold pursuant to an underwritten offering, the underwriting, purchase or agency agreement with respect to the Common Shares has been duly authorized, executed, and delivered by the Corporation and the other parties thereto, and is a valid and binding obligation of the parties thereto.

Wherever this opinion is qualified by the phrase “of which we are aware” with respect to the existence or absence of facts, it is intended to indicate that during the course of our representation of the Corporation, and during the course of our examination referred to above, no information has come to our attention which would give us actual knowledge of the existence or absence of such facts. However, we have not undertaken any independent investigation to determine the existence or absence of such facts and any limited inquiry undertaken by us during the preparation of this opinion should not be regarded as such an investigation. No inference as to our knowledge of the existence or absence of such facts should be drawn from the fact of our representation of the Corporation.

In giving the opinions expressed below, we have also assumed that any document to which any party other than the Corporation is a party has been duly authorized, executed and delivered by such party, that such party had the capacity to do so, that such party is duly organized, in existence and in good standing and that such document will be the valid and binding obligations of such party; enforceable against such party in accordance with its terms.

Our opinion set forth below is limited to the laws of the Province of British Columbia, Canada and the laws of Canada applicable therein (the “**Applicable Law**”). Our opinion is also limited to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings, or registrations with governmental authorities are relevant, to those required under Applicable Law. We do not express any opinion with respect to the laws of any other jurisdiction and the opinion expressed by us is qualified to the extent that any law, other than the Applicable Law, may be relevant to the opinion expressed by us, upon which we express no opinion. The Common Shares may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the Applicable Law, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon and subject to the foregoing and the limitations, qualifications, exceptions, and assumptions set forth, any Common Shares which may be offered pursuant to the Registration Statement (the “**Offered Common Shares**”), when (i) the issuance and sale of the Offered Common Shares have been duly



authorized by all necessary corporate action in conformity with the Constatng Documents (as then in effect), and the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) (as then in effect), do not violate any Applicable Law or result in a default under or breach of any agreement or instrument binding upon the Corporation or any of its subsidiaries of which we are aware and comply with any requirement or restriction imposed by any court or governmental body of Canada or British Columbia having jurisdiction over the Corporation or any of its subsidiaries; (ii) the full consideration, determined to be adequate by the Corporation’s board of directors (or a duly authorized committee thereto), which is at least equal to the issue price of the Offered Common Shares, has been received by the Corporation; and (iii) if certificated, the certificates representing the Offered Common Shares have been duly executed and delivered by the proper officers of the Corporation to the purchasers thereof against payment of the agreed-upon consideration therefor in the manner contemplated in the Registration Statement or any prospectus supplement relating thereto, the Offered Common Shares will be validly issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in the Applicable Law.

Yours truly,

*/s/ Farris, Vaughan, Wills & Murphy LLP*

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FARRIS, VAUGHAN, WILLS & MURPHY LLP



**KPMG LLP**  
**Chartered Accountants**  
PO Box 10426 777 Dunsmuir Street  
Vancouver BC V7Y 1K3  
Canada

Telephone (604) 691-3000  
Fax (604) 691-3031  
Internet [www.kpmg.ca](http://www.kpmg.ca)

### **Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Tekmira Pharmaceuticals Company

We consent to the use of our reports dated March 12, 2015, with respect to the consolidated balance sheets of Tekmira Pharmaceuticals Corporation as of December 31, 2014 and December 31, 2013, the related consolidated statements of operations and comprehensive income (loss), stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2014, and the effectiveness of internal control over financial reporting as of December 31, 2014, incorporated herein by reference and to the reference to our firm under the heading "Experts and Transfer Agent" in the prospectus.

/s/ KPMG LLP  
Chartered Accountants

Vancouver, Canada  
March 19, 2015

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

**CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

We have issued our report dated March 6, 2015, with respect to the consolidated financial statements of OnCore Biopharma, Inc., incorporated by reference from the Form 8-K/A of Tekmira Pharmaceuticals Corporation filed on March 18, 2015 in Tekmira Pharmaceuticals Corporation's Registration Statement on Form S-3, as amended (File No. 333-200625), which is incorporated by reference into this Registration Statement on Form S-3. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus, as supplemented, incorporated by reference into this Registration Statement.

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania

March 19, 2015

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated November 19, 2014, with respect to the financial statements of OnCore Biopharma, Inc., contained in Tekmira Pharmaceuticals Corporation's definitive proxy statement on Schedule 14A filed on February 4, 2015, which is incorporated into the prospectus, as supplemented, that forms a part of Tekmira Pharmaceutical Corporation's Registration Statement on Form S-3, as amended (File No. 333-200625), which is incorporated by reference into this Registration Statement on Form S-3. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus, as supplemented, incorporated by reference into this Registration Statement.

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania

March 19, 2015