

As filed with the Securities and Exchange Commission on March 27, 2024

Registration No. 333-249979

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

**POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BOWFLEX INC.
(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction of Incorporation)
94-3002667
(I.R.S. Employer Identification Number)

**17750 S.E. 6th Way
Vancouver, Washington 98683
(360) 859-2900**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Aina Konold
Chief Financial Officer
Bowflex Inc.
17750 S.E. 6th Way
Vancouver, Washington 98683
(360) 859-2900**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**With copies to:
Amy Bowler
Holland & Hart LLP
555 17th Street, Suite 3200
Denver, CO 80202
(303) 295-8000**

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced 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 an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**EXPLANATORY NOTE
DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment (this “***Post-Effective Amendment***”) relates to the Registration Statement on Form S-3 (File No. 333-249979) filed by Bowflex Inc. (f/k/a Nautilus, Inc.), a Washington corporation (the “***Company***”), with the Securities and Exchange Commission (the “***SEC***”) on November 9, 2020, as amended by that certain Amendment No. 1 to Registration Statement, filed by the Company with the SEC on October 22, 2021 (as amended, the “***Registration Statement***”), which Registration Statement was declared effective on October 28, 2021.

On March 4, 2024, the Company and certain of its subsidiaries filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code 11 U.S.C. §§ 101-1532 in the United States Bankruptcy Court for the District of New Jersey, thereby commencing chapter 11 cases for the Company Parties (the “***Chapter 11 Cases***”).

As a result of the Chapter 11 Cases, the Company has terminated all offerings of the Company’s common stock pursuant to the Registration Statement. Accordingly, effective upon filing of this Post-Effective Amendment, the Company hereby removes from registration all such shares of common stock of the Company that are registered but unsold under the Registration Statement, if any. Effective upon filing of this Post-Effective Amendment, the Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares of common stock, and the Company hereby terminates the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Amendment on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, State of Washington, on March 27, 2024. No other person is required to sign this Post-Effective Amendment to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.

BOWFLEX INC.
(Registrant)

March 27, 2024

Date

By: /s/ Aina E. Konold

Aina E. Konold

Chief Financial Officer

(Principal Financial Officer)