

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

iROBOT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

8731
*(Primary Standard Industrial
Classification Code Number)*

77-0259 335
*(I.R.S. Employer
Identification Number)*

**63 South Avenue
Burlington, Massachusetts 01803
(781) 345-0200**
*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)*

**Colin M. Angle
Chief Executive Officer
iRobot Corporation
63 South Avenue
Burlington, Massachusetts 01803
(781) 345-0200**
*(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)*

Copies to:

**Mark T. Bettencourt, Esq.
Edward A. King, Esq.
Goodwin Procter LLP
Exchange Place
Boston, Massachusetts 02109
(617) 570-1000**

**Mark G. Borden, Esq.
Omar White, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-126907

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 post-effective amendment filed pursuant to Rule 462(d) 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, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.01 par value per share (including rights to acquire series A-1 junior participating cumulative preferred stock pursuant to our shareholder rights agreement)	\$3,680,000	\$434

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.
- (2) The \$3,680,000 of Common Stock being registered in this Registration Statement is in addition to the \$115,000,000 of Common Stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-126907).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Registration Statement on Form S-1 (File No. 333-126907) filed by iRobot Corporation (the “Company”) with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on November 8, 2005, is incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burlington, Commonwealth of Massachusetts on November 8, 2005.

iROBOT CORPORATION

By: /s/ Colin M. Angle
Colin M. Angle
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 8, 2005:

<u>Signature</u>	<u>Title(s)</u>
<u>/s/ Helen Greiner</u> Helen Greiner	Chairman of the Board
<u>/s/ Colin M. Angle</u> Colin M. Angle	Chief Executive Officer and Director (Principal Executive Office)
<u>/s/ Geoffrey P. Clear</u> Geoffrey P. Clear	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Gerald C. Kent, Jr.</u> Gerald C. Kent, Jr.	Vice President and Controller (Principal Accounting Officer)
<u>/s/ Ronald Chwang</u> Ronald Chwang	Director
<u>*</u>	Director
<u>Jacques S. Gansler</u> *	Director
<u>Rodney A. Brooks</u> *	Director
<u>Andrea Geisser</u> *	Director
<u>George C. McNamee</u> *	Director
<u>Peter Meekin</u>	
<u>*By: /s/ Colin M. Angle</u> Colin M. Angle <i>Attorney-in-fact</i>	

EXHIBIT INDEX

Number	Description
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (incorporated herein by reference to Exhibit 24.1 to the Registration Statement on Form S-1 of iRobot Corporation filed on September 30, 2005, Registration No. 333-126907)

[GOODWIN PROCTER LOGO]

GOODWIN PROCTER LLP
COUNSELLORS AT LAW
EXCHANGE PLACE
BOSTON, MA 02109

T: 617.570.1000
F: 617.523.1231
GOODWINPROCTER.COM

November 8, 2005

iRobot Corporation
63 South Avenue
Burlington, MA 01803

Ladies and Gentlemen:

This opinion is delivered to you in our capacity as counsel for iRobot Corporation, a Delaware corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of (i) the Registration Statement on Form S-1 (File No. 333-126907) (as amended or supplemented, the "Initial Registration Statement"), and (ii) a Registration Statement on Form S-1 filed pursuant to Rule 462(b) (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the offering of up to 4,945,000 shares of common stock, par value \$0.01 per share, of the Company ("Common Stock"), which includes up to 3,260,870 shares of Common Stock (the "Company Shares") to be newly issued and sold by the Company and up to 1,684,130 shares of Common Stock (the "Selling Stockholder Shares") to be sold by the selling stockholders listed in the Registration Statement under "Principal and Selling Stockholders" (the "Selling Stockholders"), including shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Selling Stockholders. The Company Shares and the Selling Stockholder Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and the underwriters named therein (the "Underwriting Agreement").

We have reviewed such documents and made such investigation of law as we deemed appropriate to give the opinion expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on representations in certificates and other inquiries of officers or representatives of the Company.

The opinion expressed below is limited to the Delaware General Corporation Law (which includes applicable provisions of the Delaware Constitution and Delaware General Corporation Law and reported judicial decisions interpreting those provisions).

Based on the foregoing, we are of the opinion that the Company Shares, when issued and delivered by the Company against payment therefor in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable under the Delaware General Corporation Law, and that the Selling Stockholder Shares have been validly issued and are fully paid and non-assessable under the Delaware General Corporation Law.

iRobot Corporation
November 8, 2005
Page Two

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not 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 thereunder.

This opinion may be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in the Registration Statement on Form S-1 of our report dated May 4, 2005, except for Note 17, as to which the date is May 26, 2005 relating to the financial statements of iRobot Corporation, which appears in such Registration Statement. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Boston, Massachusetts
November 8, 2005