

Edgar Filing: SmartPros Ltd. - Form 8-A12B/A

SmartPros Ltd.
Form 8-A12B/A
October 19, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 19, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

SmartPros Ltd.

(Exact name of registrant as specified in its charter)

Delaware

13-4100476

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

12 Skyline Drive, Hawthorne, New York

10532

(Address of principal executive office)

(Zip Code)

If this form relates to the registration
of a class of securities pursuant to
Section 12(b) of the Exchange Act and is
effective upon filing pursuant to
General Instruction A.(c), check the
following box. /_/_

If this form relates to the
registration of securities pursuant
to Section Exchange Act is effective
pursuant to General Instruction A.(d),
check the following box. /_/_

Securities Act registration statement file number to which this form
relates: 333-115454

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE
EACH CLASS IS TO BE REG

Units, each consisting of three shares of Common Stock and
one and one-half Common Stock Purchase warrants
Common Stock, par value \$.0001 per share
Common Stock Purchase Warrants

American Stock Exch
American Stock Exch
American Stock Exch

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

NONE

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Item 1. Description of Registrant's Securities to be Registered.

The description of securities required by this Item is contained in the Registration Statement of the Registrant on Form SB-2, File No. 333-115454, filed with the Commission on May 13, 2004, as amended on June 30, 2004, August 6 2004, September 2, 2004, September 14, 2004, October 12, 2004 and October 15, 2004 (the "Registration Statement") and is incorporated herein by reference to such filing. See "Description of Securities."

Item 2. Exhibits

The following exhibits required to be filed by this item are either filed herewith or, pursuant to Rule 12b-32 of the Act, incorporated herein by reference to the exhibits filed by the registrant with the Registration Statement:

1. Specimen copy of the Common Stock Certificate (Exhibit 4.1 to the Registration Statement).
2. Specimen copy of the Unit Certificate (Exhibit 4.3 to the Registration Statement).
3. Specimen copy of the Common Stock Purchase Warrant (Exhibit A to Exhibit 4.2 to the Registration Statement).
4. Form of Warrant Agreement (Exhibit 4.2 to the Registration Statement).
5. Certificate of Incorporation, as amended (Exhibit 3.1 to the Registration Statement).
6. Amended and Restated Bylaws, as amended (Exhibit 3.2 to the Registration Statement).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 19, 2004

SMARTPROS LTD.

By: /s/ ALLEN S. GREENE

Allen S. Greene,
Chief Executive Officer

EXHIBIT INDEX

NO. DESCRIPTION

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