

Halberd Corp  
Form S-1/A  
April 10, 2009

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

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AMENDMENT NO. 1 TO FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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HALBERD CORPORATION  
(Exact Name of Small Business Issuer in its Charter)

Nevada	7380	26-4346918
(State of	(Primary Standard	(IRS
Incorporation)	Classification Code)	Employer ID
		No.)

Halberd Corporation  
30600 Telegraph Road, Suite 2175  
Bingham Farms, MI 48025  
248-530-0270  
(Address and Telephone Number of Registrant's Principal  
Executive Offices and Principal Place of Business)

Mark S. Lundquist, CEO  
Halberd Corporation  
30600 Telegraph Road, Suite 2175  
Bingham Farms, MI 48025  
248-530-0270  
(Name, Address and Telephone Number of Agent for Service)

Copies of communications to:  
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Manalapan, NJ 07726  
TELEPHONE NO.: (732) 409-1212  
FACSIMILE NO.: (732) 577-1188

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

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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 of 1933, 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 of 1933, 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 of 1933, 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, please check the following box.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

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## CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price per share	Proposed Maximum Aggregate Offering Price	Amount of Registration fee
Common Stock, par value \$0.001	656,000	\$0.25	\$164,000	\$6.45

The offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(o). Our common stock is not traded on any national exchange and in accordance with Rule 457; the offering price was determined by the price shares were sold to our shareholders in a private placement memorandum of SellMyBusinessNow.Com, Inc., our wholly-owned subsidiary and adjustment pursuant to the subsequent share purchase agreement. The price of \$0.25 was determined by the price shares were sold to our shareholders in a private placement memorandum of \$500 and adjusted by 2000 to 1 in accordance with our share purchase agreement dated January 28, 2009 and is a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTC Bulletin Board at which time the shares may be sold at prevailing market prices or privately negotiated prices. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority, nor can there be any assurance that such an application for quotation will be approved. There is no assurance that an active trading market for our shares will develop, or, if developed, that it will be sustained. In the absence of a trading market or an active trading market, investors may be unable to liquidate their investment or make any profit from the investment.

## PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION DATED APRIL 10 , 2009

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the securities act of 1933 or until the registration statement shall become effective on such date as the commission, acting pursuant to said section 8(a), may determine.

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PROSPECTUS

656,000 SHARES OF  
HALBERD CORPORATION  
COMMON STOCK

The selling shareholders named in this prospectus are offering all of the shares of common stock offered through this prospectus. Our common stock is presently not traded on any market or securities exchange. The 656,000 shares of our common stock can be sold by selling security holders at a fixed price of \$0.25 per share until our shares are quoted on the OTC Bulletin Board and thereafter at prevailing market prices or privately negotiated prices. There can be no assurance that a market maker will agree to file the necessary documents with The Financial Industry Regulatory Authority ("FINRA"), nor can there be any assurance that such an application for quotation will be approved. We have agreed to bear the expenses relating to the registration of the shares for the selling security holders. There is no assurance that an active trading market for our shares will develop, or, if developed, that it will be sustained. In the absence of a trading market or an active trading market, investors may be unable to liquidate their investment or make any profit from the investment.

THE COMPANY IS CONSIDERED TO BE IN UNSOUND FINANCIAL CONDITION. PERSONS SHOULD NOT INVEST UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENTS.

THE COMPANY IS CONSIDERED A HIGH RISK INVESTMENT, PERSONS SHOULD NOT INVEST UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

THE PURCHASE OF THE SECURITIES OFFERED THROUGH THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING "RISK FACTORS" BEGINNING ON PAGE 3.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The Date of This Prospectus Is: April 10 , 2009



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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in the common stock. You should carefully read the entire prospectus, including “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Consolidated Financial Statements, before making an investment decision .

About Our Company

We are a development stage company that was incorporated under the laws of the State of Nevada on January 26, 2009. On January 28, 2009, we entered into a share purchase agreement with SellMyBusinessNow.Com, Inc., a corporation established under the laws of the State of Michigan on August 2, 2007 (“SellMyBusiness”), pursuant to which we acquired all the shares of common stock of SellMyBusiness for 25,058,000 shares of our common stock. As a result, SellMyBusiness became our wholly-owned subsidiary.

Our operations are conducted under the name “Sellmybusiness.com®” established on December 3, 2007. Sellmybusiness.com® provides a single web portal for interested parties to find, buy and sell businesses, real estate and equipment and all the related services needed to support the transaction, including financing, incorporation, professional help and additional business resources. Sellmybusiness.com® intends to support businesses of all sizes and types, including start-ups, well-established companies, home-based businesses, closely-held companies, multinational public corporations and franchises. Sellmybusiness.com®’s real estate listing service assists people to buy, sell, lease or sublease commercial and residential land and property. Sellmybusiness.com®’s equipment listing service provides a portal to buy, sell or lease excess inventory, capital equipment, raw materials, vehicles, aircraft, ships and rail equipment.

“The Company,” “we,” “us,” or “our,” are references to the combined business of Halberd Corporation and its wholly-owned subsidiary, SellMyBusinessNow.Com, Inc.

Where You Can Find Us

Our principal executive office location and mailing address is 30600 Telegraph Road, Suite 2175, Bingham Farms, MI 48025. The corporate telephone number is 248-530-0270.

Terms of the Offering

The selling shareholders named in this prospectus are offering all of the shares of common stock offered through this prospectus. The selling stockholders are selling shares of common stock covered by this prospectus for their own account.

We will not receive any of the proceeds from the sale of these shares. The offering price of \$0.25 was determined by the price shares were sold to our shareholders in a private placement memorandum of \$500 and adjusted by 2000 to 1 in accordance with the share purchase agreement dated January 28, 2009 and is a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTC Bulletin Board, at which time the shares may be sold at prevailing market prices or privately negotiated prices. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved. We have agreed to bear the expenses relating to the registration of the shares for the selling security holders. There is no assurance that an active trading market for our shares will develop, or, if developed, that it will be sustained. In the absence of a trading market or an active trading market, investors may be

unable to liquidate their investment or make any profit from the investment.

#### SUMMARY FINANCIAL DATA

Our operations are limited to SellMyBusiness, our wholly-owned subsidiary. The following table provides summary consolidated financial statement data of SellMyBusiness. The interim financial data for the three and six-month periods ended January 31, 2009 are unaudited. The financial statement data for the period August 2, 2007 (date of inception) to July 31, 2008 has been derived from our audited consolidated financial statements. The data set forth below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” our consolidated financial statements and the related notes included in this prospectus, and the unaudited financial statements and related notes included in this prospectus.



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	For the Three Months Ended January 31, 2009 (Unaudited)	For the Six Months Ended January 31, 2009 (Unaudited)	For the Period Ended July 31, 2008 (from inception) (Audited)
Net Sales	\$ 1,266	\$ 5,092	\$ 7,015
Operating expenses	120,913	135,790	44,732
Net loss	\$ (151,713)	\$ (164,640)	\$ (36,095)
BALANCE SHEET DATA:			
		As of January 31, 2009 (Unaudited)	As of July 31, 2008 (Audited)
Current assets		\$ 3,374	\$ 1,387
Total assets		\$ 481,287	\$ 341,708
Total liabilities (all current)		\$ 257,522	\$ 377,803
Stockholders' equity (deficit)		\$ 223,765	\$ (36,095)

## RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this prospectus before investing in our common stock. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. Please note that throughout this prospectus, the words “we”, “our” or “us” refer to the Company and its subsidiary not to the selling stockholders.

**WE HAVE A LIMITED OPERATING HISTORY THAT YOU CAN USE TO EVALUATE US, AND THE LIKELIHOOD OF OUR SUCCESS MUST BE CONSIDERED IN LIGHT OF THE PROBLEMS, EXPENSES, DIFFICULTIES, COMPLICATIONS AND DELAYS FREQUENTLY ENCOUNTERED BY A SMALL DEVELOPING COMPANY.**

The Company was incorporated on January 26, 2009, and as such has had minimal operating revenues to date. Further, the Company has no significant assets and minimal earnings from sales. The success of the Company is dependent upon the extent to which it will gain market share. All financial information and financial projections and other assumptions made by the Company are speculative and, while based on management's best estimates of projected sales levels, operational costs, consumer preferences, and the general economic and competitive health of the Company in the business listing marketplace, there can be no assurance that the Company will operate profitably or remain solvent.

**WE WILL REQUIRE FINANCING TO ACHIEVE OUR CURRENT BUSINESS STRATEGY AND OUR INABILITY TO SECURE REQUIRED FINANCING COULD PROHIBIT US FROM EXECUTING OUR BUSINESS PLAN AND CAUSE US TO SLOW DOWN OUR EXPANSION OF OPERATIONS.**

Based on the development stage of the Company and its operational plan, management believes that the Company will incur operating losses in the foreseeable future. Management has developed an operational plan that has been presented to various institutional funds and has entered into a non-binding term sheet for securities financing. Management believes that it can enter into definitive agreements with the funder on terms that are acceptable. However, access to the investment fund is predicated on the market for the Company's stock and therefore the Company cannot issue assurances that our shareholders will not be diluted by investment of such capital, or to the extent of the dilution. Also, we cannot assure that securities issued in exchange for such capital will not be sold on terms more favorable than those of the shares sold in this or other offerings. The availability of such funding is subject to credit, economic, market and legal constraints.. The inability to secure required capital from the fund could have a material adverse effect on our business, operation results, or financial condition. Additionally, there are no guarantees that any additional financing can be obtained.

**IF WE ARE UNABLE TO ESTABLISH A LARGE USER BASE WE MAY HAVE DIFFICULTY ATTRACTING ADVERTISERS TO OUR WEB SITE AND GENERATING MEMBERSHIP FEES, WHICH WILL HINDER OUR ABILITY TO GENERATE REVENUES, WHICH MAY AFFECT OUR ABILITY TO EXPAND OUR BUSINESS OPERATIONS AND OUR USER BASE.**

An integral part of our business plan and marketing strategy requires us to establish a large user base. We will only be able to attract additional advertisers to our web site and obtain sufficient membership fees if we can obtain a large enough user base. The number of users necessary to attract advertisers will be determined through discussions with the potential advertisers and their input as to whether we can obtain revenues from advertisements based upon the total members at that time. If for any reason our web site is ineffective at attracting consumers or if we are unable to continue to develop and update our web site to keep consumers satisfied with our service, our user base may decrease and our ability to generate revenues may decline.

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IN ORDER TO IMPLEMENT OUR BUSINESS PLAN, WE WILL REQUIRE OUR USERS TO PAY FEES FOR OUR SERVICES. IF OUR USERS ARE NOT WILLING TO PAY FOR THESE SERVICES, WE WILL BE FORCED TO SUSPEND AND EVENTUALLY TO CEASE OUR BUSINESS ACTIVITIES.

In order to implement our business plan, we will require our users to pay monthly fees for the use of our services. We cannot guarantee that either our prospective users will be willing to pay for our services. If we are unable to generate sufficient revenues from our user fees, we will be forced to suspend and possibly cease all operations.

OUR MARKET IS CHARACTERIZED BY RAPID TECHNOLOGICAL CHANGE, AND IF WE FAIL TO DEVELOP AND MARKET NEW TECHNOLOGIES RAPIDLY, WE MAY NOT BECOME PROFITABLE IN THE FUTURE.

The internet and the online commerce industry are characterized by rapid technological change that could render our existing web site obsolete. The development of our web site entails significant technical and business risks. We can give no assurance that we will successfully use new technologies effectively or adapt our web site to customer requirements or needs. If our management is unable, for technical, legal, financial, or other reasons, to adapt in a timely manner in response to changing market conditions or customer requirements, we may never become profitable.

WE WILL ENCOUNTER INTENSIVE COMPETITION. WE ARE IN NEED OF FINANCING.

Short-term and/or long-term competition may become intense once the Company launches its business beyond development stage. Although the Company's financial projections assume that the industry will generate competition, there can be no assurances on how any level of competition may impact the financial forecasts and projections made by management. Some competitors may include large publicly funded companies. Some of these potential competitors have greater financial and business resources than the Company. The Company believes that it will be able to effectively compete with these larger entities but there can be no assurances that it will be able to do so.

The lack of adequate funding may adversely affect the Company's ability to meet its short-term objectives. The Company requires financing to expand its operations, maintain public awareness of its products/services and provide working capital for the anticipated growth of the Company. There can be no assurance that all portions of its financing will be available or, if available that the terms thereof will be attractive to the Company. The lack of additional financing may adversely affect the Company's ability to meet its objectives.

OUR MANAGEMENT TEAM HOLDS MAJORITY SHARES OF THE COMPANY AND THERE IS CONFLICT OF INTEREST WHEN MAKING DECISIONS.

Management will have the right, assuming the ownership of the Company does not change, to perpetuate their status as officers and directors and therefore conduct the business and affairs of the Company. The terms of any employment agreements or other agreements between the Company and its officers were not the result of any arm's length bargaining or negotiation, and such transactions involve inherent conflicts of interest. There is no assurance that such transactions are or will be favorable to the Company due to the lack of arm's length bargaining. The Board of Directors, does however, believe that such agreements and arrangements are fair to the Company and its shareholders. The Company has a policy that it will not enter into a business combination with any entity in which any member of management serves as an officer, director or partner, or in which such person or such person's affiliates or associates hold any ownership interest. If there is any related party transaction, however remote, it would be submitted for approval by an independent quorum of the Board of Directors and the proposed transaction would be submitted to the shareholders for prior ratification in an appropriate manner.

**THERE IS MINIMAL HISTORICAL BASIS FOR MANAGEMENT'S OPINION.**

The Company has a limited operating history. Accordingly, there is only a minimal basis, other than the judgment of management, upon which to estimate the volume of sales or the amount of revenues, which the Company's planned operations may generate. Management's judgment regarding these estimates is based, in part, upon research into the current state of the listing service marketplace. Investors for the shares should be aware that conditions and circumstances beyond the control of management may result in substantial differences between the projected and actual financial results for the Company.

**THE COMPANY IS DEPENDENT ON KEY PERSONNEL.**

The Company is dependent upon its experienced management team, including its CEO, Mark Lundquist, President & COO, John Maddox CFO, Joel Ungar, and members of our Advisory Board, Leland Thomas and River Star, LLC. The loss of any of their services could negatively impact the Company, as there is a risk that their services could not be replaced. Without these services, the growth, progress, and overall success of the Company may be adversely affected.

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**THERE IS LIMITED LIABILITY OF MANAGEMENT AND IT MAY REQUIRE THE COMPANY TO INDEMNIFY ITS OFFICERS AND DIRECTORS.**

The Company has adopted provisions to its Articles of Incorporation and bylaws, which limit the liability of its officers and directors and provide for indemnification by the Company of its officers and directors to the fullest extent permitted by Nevada corporate law. Such law generally provides that its officers and directors shall have no personal liability to the Company or its shareholders for monetary damages for breaches of their fiduciary duties as directors, except for breaches of their duties of loyalty, acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, acts involving unlawful payment of dividends or unlawful stock purchases or redemptions, or any transaction from which a director derives an improper personal benefit. Such provisions substantially limit the shareholders' ability to hold officers and directors liable for breaches of fiduciary duty, and may require the Company to indemnify its officers and directors.

**OUR ABILITY TO CONTINUE DEPENDS UPON ADDITIONAL FUNDING.**

We are a development stage company that has generated minimal revenues. For the period from inception to July 31, 2008, we have incurred a net loss of \$36,095, and for the period from inception to January 31, 2009, we have incurred a net loss of \$ 200,735. If we cannot generate sufficient revenues from our services or obtain sufficient funding, we may not be able to implement our business plan and may be forced to cease our business activities.

**THE COMPANY HAS NOT PAID OR DECLARED ANY DIVIDENDS, NOR, DOES IT ANTICIPATE PAYING ANY DIVIDENDS IN THE FORESEEABLE FUTURE.**

The Company has not paid or declared any dividends, nor, by reason of its present financial status and its contemplated financial requirements, does it anticipate paying any dividends in the foreseeable future. The future payment of dividends by the Company on its Common Stock, if any, rests within the sole discretion of the Company's board of directors and will depend, on among other things, the Company's earnings, its capital requirements and its financial condition as well as other relevant factors.

**OUR ARTICLES OF INCORPORATION PROVIDE FOR INDEMNIFICATION OF OFFICERS AND DIRECTORS AT OUR EXPENSE AND LIMIT THEIR LIABILITY WHICH MAY RESULT IN A MAJOR COST TO US AND HURT THE INTERESTS OF OUR SHAREHOLDERS BECAUSE CORPORATE RESOURCES MAY BE EXPENDED FOR THE BENEFIT OF OFFICERS AND/OR DIRECTORS.**

Our articles of incorporation and applicable Nevada law provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees, or agents, upon such person's written promise to repay us if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us which we will be unable to recoup.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if

it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

THE OFFERING PRICE OF THE SHARES WAS DETERMINED BASED UPON THE PRICE SOLD IN OUR PRIVATE PLACEMENT OFFERING AND ADJUSTED IN ACCORDANCE WITH THE SHARE EXCHANGE AGREEMENT DATED JANUARY 28, 2009 AND SHOULD NOT BE USED AS AN INDICATOR OF THE FUTURE MARKET PRICE OF THE SECURITIES. THEREFORE, THE OFFERING PRICE BEARS NO RELATIONSHIP TO THE ACTUAL VALUE OF THE COMPANY, AND MAY MAKE OUR SHARES DIFFICULT TO SELL.

Since our shares are not listed or quoted on any exchange or quotation system, the offering price of \$0.25 for the shares of common stock was determined by the price shares were sold to our shareholders in a private placement memorandum and adjusted in accordance with the subsequent share exchange agreement and is a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTC Bulletin Board at which time the shares may be sold at prevailing market prices or privately negotiated prices. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market. The offering price bears no relationship to the book value, assets or earnings of our company or any other recognized criteria of value. The offering price should not be regarded as an indicator of the future market price of the securities.

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THERE IS NO ASSURANCE OF A PUBLIC MARKET OR THAT THE COMMON STOCK WILL EVER TRADE ON A RECOGNIZED EXCHANGE. THEREFORE, YOU MAY BE UNABLE TO LIQUIDATE YOUR INVESTMENT IN OUR STOCK.

There is no established public trading market for our common stock. Our shares are not and have not been listed or quoted on any exchange or quotation system. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved or that a regular trading market will develop or that if developed, will be sustained. In the absence of a trading market or an active trading market, an investor may be unable to liquidate their investment or make any profit from their investment.

OUR COMMON STOCK IS CONSIDERED A PENNY STOCK, WHICH IS SUBJECT TO RESTRICTIONS ON MARKETABILITY, SO YOU MAY NOT BE ABLE TO SELL YOUR SHARES.

If our common stock becomes tradable in the secondary market, we will be subject to the penny stock rules adopted by the Securities and Exchange Commission that require brokers to provide extensive disclosure to their customers prior to executing trades in penny stocks. These disclosure requirements may cause a reduction in the trading activity of our common stock, which in all likelihood would make it difficult for our shareholders to sell their securities.

Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system). Penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The broker-dealer must also make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit their market price and liquidity of our securities. These requirements may restrict the ability of broker-dealers to sell our common stock and may affect your ability to resell our common stock.

#### USE OF PROCEEDS

The selling stockholders are selling shares of common stock covered by this prospectus for their own account. We will not receive any of the proceeds from the resale of these shares. We have agreed to bear the expenses relating to the registration of the shares for the selling security holders.

#### DETERMINATION OF OFFERING PRICE

Since our shares are not listed or quoted on any exchange or quotation system, the offering price of the shares of common stock was arbitrarily determined. The offering price was determined by the price shares were sold to our shareholders in a private placement of SellMyBusiness which was completed in January 2009 and adjusted by 2000 to 1 in accordance with a subsequent share purchase agreement dated January 28, 2009.

The offering price of the shares of our common stock has been determined arbitrarily by us and does not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value. The facts considered in determining the offering price were our financial condition and prospects, our

limited operating history and the general condition of the securities market. Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the Over The Counter Bulletin Board (OTCBB) concurrently with the filing of this prospectus. In order to be quoted on the Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved.

In addition, there is no assurance that our common stock will trade at market prices in excess of the initial public offering price as prices for the common stock in any public market which may develop will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity.

#### DILUTION

The common stock to be sold by the selling shareholders is common stock that is currently issued. Accordingly, there will be no dilution to our existing shareholders.



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## SELLING SHAREHOLDERS

The shares being offered for resale by the selling stockholders consist of 656,000 shares of our common stock held by 48 shareholders.

The following table sets forth the name of the selling stockholders, the number of shares of common stock beneficially owned by each of the selling stockholders as of April 10, 2009 and the number of shares of common stock being offered by the selling stockholders. The shares being offered hereby are being registered to permit public secondary trading, and the selling stockholders may offer all or part of the shares for resale from time to time. However, the selling stockholders are under no obligation to sell all or any portion of such shares nor are the selling stockholders obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by the selling stockholders.

Name of selling stockholder	Shares of common stock owned prior to offering	Shares of common stock to be sold	Shares of common stock owned after offering	Percent of common stock owned after offering (1) (2)
Bruce E. Nyberg (3)	20,000	20,000	0	0
John P. Bower Revocable Living Trust UAD 9/27/1999 (3) (4)	20,000	20,000	0	0
Mary Jane Bower Revocable Trust UAD 6/19/1999 (3) (5)	20,000	20,000	0	0
Daniel Dalton (3)	20,000	20,000	0	0
GBS, LLC (3) (6)	20,000	20,000	0	0
BFADM, LLC (3) (6)	20,000	20,000	0	0
David R. Zimmer (3)	20,000	20,000	0	0
Richard A. Hecker (3)	20,000	20,000	0	0
Douglas Perry Lalone Living Trust (3) (7)	20,000	20,000	0	0
Paul A. Miller (3)	20,000	20,000	0	0
Nicholas S. Ahee (3)	20,000	20,000	0	0
Todd A. Emerson (3)	2,000	2,000	0	0
Donna Kolo (3)	20,000	20,000	0	0
Joel M. Ungar (3) (8)	20,000	20,000	0	0
Constance M David (3)	2,000	2,000	0	0
Awecomm Technologies, LLC (3) (9)	10,000	10,000	0	0
Marx Layne & Company (3) (10)	10,000	10,000	0	0
Jon D. Johnson (3)	10,000	10,000	0	0
Douglas Omar Perreault (3)	10,000	10,000	0	0
Michael R. Szudarek (3)	8,000	8,000	0	0
Kathryn E. Lundquist (3)	4,000	4,000	0	0
Sunshine R. Jenkins (3)	4,000	4,000	0	0
Dino S. Rotondo (3)	4,000	4,000	0	0
Vianne Floyd (3)	20,000	20,000	0	0
Barrett Kalellis (3)	20,000	20,000	0	0
Shelby Starnes (3)	4,000	4,000	0	0
Michael P. Crosson (3)	20,000	20,000	0	0
Alexandra A. Crosson (3)	20,000	20,000	0	0

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Trent A. Lundquist (3)	4,000	4,000	0	0
Andrew Kulpa (3)	2,000	2,000	0	0
David J. Raska (3)	2,000	2,000	0	0
JR Holdings Group, LLC (3) (11)	4,000	4,000	0	0
Philip W. Thomas, Jr. (3)	20,000	20,000	0	0
Scott P. Batey (3)	4,000	4,000	0	0
John Alexander (3)	4,000	4,000	0	0
Craig W. Terry (3)	2,000	2,000	0	0
Millicent D. Sherman (3)	2,000	2,000	0	0
Bill & Joann Batey (3)	4,000	4,000	0	0
Craig Camp (12)	636,000	20,000	616,000	2.49%
TAB Properties, LLC (13)	508,000	20,000	488,000	1.95%
Thomas M. Nardone (14)	508,000	20,000	488,000	1.95%
DS Projects, LLC (15)	1,064,000	20,000	1,044,000	4.17%
D & P Vasilos Investment, LLC (16)	500,000	20,000	480,000	1.92%
Michael Marcum (17)	572,000	20,000	552,000	2.20%
Vincent Floyd (18)	1,018,000	20,000	998,000	3.98%
Thomas IRA (19)	1,696,000	20,000	1,676,000	6.69%
Leland M. Thomas (19)	1,100,000	20,000	1,080,000	4.14%
River Star, LLC (20)	1,000,000	20,000	980,000	3.76%
Total		656,000		

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- (1) Under applicable SEC rules, a person is deemed to beneficially own securities which the person has the right to acquire within 60 days through the exercise of any option or warrant or through the conversion of a convertible security. Also under applicable SEC rules, a person is deemed to be the “beneficial owner” of a security with regard to which the person directly or indirectly, has or shares (a) voting power, which includes the power to vote or direct the voting of the security, or (b) investment power, which includes the power to dispose, or direct the disposition, of the security, in each case, irrespective of the person’s economic interest in the security. Each listed selling security holder has the sole investment and voting power with respect to all shares of common stock shown as beneficially owned by such selling security holder, except as otherwise indicated in the footnotes to the table.
- (2) As of April 10 , 2009, there were 26,058,000 shares of our common stock issued and outstanding.
- (3) We are registering 456,000 shares of our common stock (the number herewith is given effective to the share purchase agreement dated January 28, 2009) sold in our Regulation D Rule 506 offering completed in January 2009.
- (4) John P. Bower has voting and dispositive control over securities held by John P. Bower Revocable Living Trust.
- (5) Mary Jane Bower has voting and dispositive control over securities held by Mary Jane Bower Revocable Trust.
- (6) Mario Apruzzese has voting and dispositive control over securities held by GBS, LLC and BFADM, LLC.
- (7) Douglas Perry Lalone has voting and dispositive control over securities held by Douglas Perry Lalone Living Trust.
- (8) Joel M. Ungar is our Chief Financial Officer and Principal Accounting Officer.
- (9) Brent Yax has voting and dispositive control over securities held by Awecomm Technologies, LLC.
- (10) Mike Szuderak has voting and dispositive control over securities held by Marx Layne & Company.
- (11) Jerry Hamling has voting and dispositive control over securities held by JR Holdings Group, LLC.
- (12) Mr. Camp received 386,000 shares of our common stock acquired through the private placement officering and 250,000 shares of our common stock converted on November 28, 2007 pursuant to a stock conversion agreement.
- (13) TAB Properties received 308,000 shares of our common stock acquired through the private placement officering and 200,000 shares of our common stock converted on November 28, 2007 pursuant to a stock conversion agreement. Joe Lutheran has voting and dispositive control over securities held by TAB Properties, LLC.
- (14) Mr. Nardone received 200,000 shares of our common stock converted on November 28, 2007 and 308,000 shares of our common stock converted on January 16, 2009 pursuant to stock conversion agreements.
- (15) DS Projects received 426,000 shares of our common stock converted on January 3, 2008 and 638,000 shares of our common stock converted on January 14, 2009 pursuant to stock conversion agreements. Dewey Steffen has voting and dispositive control over securities held by DS Projects, LLC.

- (16) D & P Vasilos Investment received 200,000 shares of our common stock converted on January 3, 2008 and 300,000 shares of our common stock converted on January 13, 2009 pursuant to stock conversion agreements. Dimitri & Patty Vasilos have voting and dispositive control over securities held by D & P Vasilos Investment, LLC.
- (17) Mr. Marcum received 226,000 shares of our common stock converted on January 3, 2008 and 346,000 shares of our common stock converted on January 14, 2009 pursuant to stock conversion agreements.
- (18) Mr. Floyd received 400,000 shares of our common stock converted on January 3, 2008 and 618,000 shares of our common stock converted on January 14, 2009 pursuant to stock conversion agreements.
- (19) Leland M. Thomas has voting and dispositive control over securities held by Thomas IRA. He is a member of our Advisory Board.
- (20) Nicholas A. Cocco has voting and dispositive control over securities held by River Star, LLC. He is a member of our Advisory Board

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PLAN OF DISTRIBUTION

The selling security holders may sell some or all of their shares at a fixed price of \$0.25 per share until our shares are quoted on the OTC Bulletin Board and thereafter at prevailing market prices or privately negotiated prices. The offering price of \$0.25 was determined by the price shares were sold to our shareholders in a private placement memorandum and adjusted in accordance with the Share Purchase Agreement and is a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTC Bulletin Board, at which time the shares may be sold at prevailing market prices or privately negotiated prices. Prior to being quoted on the OTCBB, shareholders may sell their shares in private transactions to other individuals. Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the Over The Counter Bulletin Board (OTCBB) concurrently with the filing of this prospectus. In order to be quoted on the Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved. There is no assurance that an active trading market for our shares will develop, or, if developed, that it will be sustained. In the absence of a trading market or an active trading market, investors may be unable to liquidate their investment or make any profit from the investment. However, sales by selling security holder must be made at the fixed price of \$0.25 until a market develops for the stock.

Once a market has been developed for our common stock, the shares may be sold or distributed from time to time by the selling stockholders directly to one or more purchasers or through brokers or dealers who act solely as agents, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices, which may be changed. The distribution of the shares may be effected in one or more of the following methods:

- ordinary brokers transactions, which may include long or short sales,
- transactions involving cross or block trades on any securities or market where our common stock is trading, market where our common stock is trading,
- through direct sales to purchasers or sales effected through agents,
- through transactions in options, swaps or other derivatives (whether exchange listed or otherwise), or exchange listed or otherwise), or
- any combination of the foregoing.

In addition, the selling stockholders may enter into hedging transactions with broker-dealers who may engage in short sales, if short sales were permitted, of shares in the course of hedging the positions they assume with the selling stockholders. The selling stockholders may also enter into option or other transactions with broker-dealers that require the delivery by such broker-dealers of the shares, which shares may be resold thereafter pursuant to this prospectus.

Brokers, dealers, or agents participating in the distribution of the shares may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agent or to whom they may sell as principal, or both (which compensation as to a particular broker-dealer may be in excess of customary commissions). Neither the selling stockholders nor we can presently estimate the amount of such compensation. We know of no existing arrangements between the selling stockholders and any other stockholder, broker, dealer or agent relating to the sale or distribution of the shares. We will not receive any proceeds from the sale of the shares of the selling security holders pursuant to this prospectus. We have agreed to bear the expenses of the registration of the shares, including legal and accounting fees, and such expenses are estimated to be approximately \$85,000.

DESCRIPTION OF SECURITIES TO BE REGISTERED

## General

Our authorized capital stock consists of 120,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share. We have not yet issued any preferred stock. There are no provisions in our charter or by-laws that would delay, defer or prevent a change in our control.

## Common Stock

We are authorized to issue 120,000,000 shares of common stock. Currently we have 26,058,000 common shares issued and outstanding.

The holders of our common stock have equal ratable rights to dividends from funds legally available if and when declared by our Board of Directors and are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs. Our common stock does not provide the right to a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our common stock holders are entitled to one non-cumulative vote per share on all matters on which shareholders may vote.

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All shares of common stock now outstanding are fully paid for and non-assessable and all shares of common stock which are being registered pursuant to this registration statement are fully paid and non-assessable. We refer you to our Articles of Incorporation, Bylaws and the applicable statutes of the state of Nevada for a more complete description of the rights and liabilities of holders of our securities. All material terms of our common stock have been addressed in this section.

Holders of shares of our common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in that event, the holders of the remaining shares will not be able to elect any of our directors.

### Dividends

We have not paid any cash dividends to shareholders. The declaration of any future cash dividends is at the discretion of our board of directors and depends upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

### Convertible Notes

On November 28, 2007 and January 3, 2008, we entered into convertible promissory notes with certain investors totaling \$300,000. In addition, we issued 1,501 shares to these investors. In January 2009, we entered into stock conversion agreements with these investors, pursuant to which we issued 2,300 shares of our common stock as conversion of promissory notes dated November 28, 2007 and January 3, 2008 including principal of \$300,000 and interest of 23,000 at a conversion price of \$133.00 and \$500.00 per share, respectively.

## INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The consolidated financial statements for the period ended July 31, 2008 included in this prospectus and the registration statement have been audited by Rehmann Robson, P.C. to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

Rehmann Robson, P.C., the Company's independent registered public accounting firm, has performed reviews of the unaudited consolidated financial statements included herein. Pursuant to Rule 436(c) of the Securities Act of 1933 ("Act") their report on these reviews should not be considered a "report" within the meaning of sections 7 and 11 of the Act and the independent registered public accounting firm liability under Section 11 does not extend to it.

## CORPORATE HISTORY AND STRUCTURE

### Our History

We are a development stage company that was incorporated under the laws of the State of Nevada on January 26, 2009. On January 28, 2009, we entered into a share purchase agreement with SellMyBusiness, a corporation established under the laws of the State of Michigan in August 2007, pursuant to which we acquired all of the issued and outstanding shares of common stock of SellMyBusiness for 25,058,000 shares of our common stock. As a result, SellMyBusiness became our wholly-owned subsidiary.

Our operations are conducted through our wholly owned subsidiary SellMyBusiness under the name “Sellmybusiness.com®” established on December 3, 2007. To date, the Company’s activities have been limited to raising capital, obtaining financing, constructing its website and administrative functions. Sellmybusiness.com® provides a single web portal for interested parties to find, buy and sell businesses, real estate and equipment and all the related services needed to support the transaction, including financing, incorporation, professional help and additional business resources. Sellmybusiness.com® intends to support businesses of all sizes and types, including start-ups, well-established companies, home-based businesses, closely-held companies, multinational public corporations and franchises. Sellmybusiness.com®’s real estate listing service assists people to buy, sell, lease or sublease commercial or residential land and property. Sellmybusiness.com®’s equipment listing service provides a portal to buy, sell or lease excess inventory, capital equipment, raw materials, vehicles, aircraft, ships and rail equipment.



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Upon inception of SellMyBusiness on August 2, 2007, we issued 6,500 shares to John Maddox as founder shares for no consideration. On November 28, 2007, we issued 2,000 shares to Mark Lundquist as founder shares for no consideration. On November 28, 2007 and January 3, 2008, we entered into convertible promissory notes with certain investors totaling of \$300,000. In addition, we issued 1,501 shares to these investors. In January 2009, we entered into stock conversion agreements with these investors, pursuant to which we issued 2,300 shares of our common stock as conversion of promissory notes dated November 28, 2007 and January 3, 2008 including principal of \$300,000 and interest of 23,000 at a conversion price of \$133.00 and \$500.00 per share, respectively. In January 2009, we completed an offering in which we sold 228 shares of common stock at \$500 per share in connection with our private placement. Please note that the share numbers in this paragraph are given before the effectiveness of share exchange agreement dated January 28, 2009.

## DESCRIPTION OF BUSINESS

### Overview

SellMyBusiness.com® (a wholly owned subsidiary of Halberd Corporation) provides a single web portal for business people to find, buy and sell businesses, real estate and equipment and all the related services needed to support the transaction, including financing, incorporation, professional help and additional business resources. SellMyBusiness.com intends to support businesses of all sizes and types, including start-ups, well-established companies, home-based businesses, closely-held companies, multi-national public corporations and franchises. SellMyBusiness.com's real estate listing service assists people to buy, sell, lease or sub-lease commercial and residential land and property. SellMyBusiness.com's equipment listing service provides business people with a portal to buy, sell or lease excess inventory, capital equipment, raw materials, vehicles, aircraft, ships and rail equipment. In its first month of operation, the site attracted over half a million visitors.

### Business Model

The strategy for SellMyBusiness.com is to become the recognized online total solution provider for buying or selling a business and everything related to the transaction. This strategy encompasses the following key elements:

- Listing businesses for sale with a local, regional, national and international reach.
- Listing real estate for sale or lease, particularly when linked to a business for sale.
- Listing equipment for sale or lease, particularly when the equipment, assets and inventory are linked to the business for sale.
  - Special confidential listing service for businesses, real estate and equipment.
  - Special pre-qualified buyer service for businesses, real estate and equipment.
- Professional service provider referrals to assist in the purchase, sale, start-up or operation of a business, such as attorneys, brokers, accountants, business valuers and consultants.
- Online document management system for handling all paperwork involved in the sale or lease of businesses, real estate and equipment.
  - Business resources for owners and executives, such as business books, white papers, and important links.
    - Live support.
  - Easy-to-navigate, easy-to-understand website.
    - Multilingual website versions.
- Support for all types of businesses: public corporations, private companies, franchises, not-for-profits and home-based businesses.

Revenue is generated from five methods:

- 1) fees for listing businesses, real estate and equipment for sale or lease;
- 2) membership registration fees for lead generation for professional service providers in multiple categories;
- 3) registration fees for broker/dealers to have monthly or annual access rights for selling or leasing businesses, real estate and equipment;
- 4) website banner advertising;
- 5) affiliate fees (incorporation services, financing services, Amazon.com book sales, etc.);

Growth is attained through an aggressive and multi-channel marketing campaign focused on user demographics. Many Internet-based start-ups and their potential investors quickly look for IT-related specialists to lead the company. Although SellMyBusiness.com is an Internet-based firm, management believes the business is based more heavily on a “marketing-to-the-proper-user” and “solution provider” model, rather than an “IT-based” model. The co-founders already have prior experience in launching web-based companies and implementing sophisticated enterprise and CRM software. Currently, web development and support is provided by one of the leading firms in the state, but will be brought inside the company if deemed appropriate. However, management stresses that SellMyBusiness.com is a solution provider company for business buyers and sellers that runs on the web, not a web-based company that happens to provide solutions for business people.

#### The Concept

SellMyBusiness.com was developed to fill a need in the marketplace. The Internet is gradually moving from a product and service sales model to a solutions sale model. SellMyBusiness.com is a complete business solution selling model and provides a full complement of services needed to support the transition of a business from one owner to another, addressing the difficulty in finding these services, and how technology can play a part in providing a total solution.

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### Unique Value Propositions

Currently there are multiple competitive websites acting as repositories for buyers and sellers of businesses, real estate and equipment, but nearly all only focus on one of these three elements. Nine unique value propositions make SellMyBusiness.com significantly different than its competition and place it in a leadership role in the marketplace.

1. **Total Selling Solution.** None of the competitive websites merge all facets of buying or selling a business such as: the sale or purchase of the business entity and its related commercial property; the sale of its inventory and all types of equipment, and; assistance in finding professional help to support the transaction such as attorneys, accountants, business valuers and financiers. Viewers want (and need) a condensation of information and sources. Said another way, the Internet is graduating from product sales to solution sales. SellMyBusiness.com is the solution sale for businesses.
2. **Professional Service Provider Referrals.** SellMyBusiness.com has created a special web section to enlist paid membership from service providers such as accountants, banks, lawyers, and business valuers to help with introductions to clients in need of their services. Over fifty categories have been identified.
3. **Multi-media Marketing and Live Support.** Current competitive websites lack presence in the marketplace, capturing only 5%-18% of all businesses for sale. Based on management's research, competitive sites rely primarily on Internet search engine optimization and online advertising

SellMyBusiness.com creates a shift in this strategy by utilizing the global reach of the Internet coupled with targeted multimedia advertising and public relations campaigns, and live support. A recent article from the editors at Business.com stressing this value about SellMyBusiness.com states, "And here's something unique: live reps are available to answer questions by phone!"<sup>1</sup> The result of these two market concepts is a company that exploits the Internet's strengths – primarily data driven – coupled with effective marketing and real people to provide a truly unique, personal and valuable service.

4. **Designed for Non-Web Focused Customers.** The average age of business owners in the U.S. is 56 years (the same in Australia and New Zealand).<sup>2 3</sup> This age group is certainly not ignorant of the web, but they do not spend as much time surfing the web as other younger demographic groups. SellMyBusiness.com management has thus targeted a portion of its marketing on this user demographic. Furthermore, the website was developed to be simple, clean and clutter free to simplify navigation for those viewers less web savvy.
5. **Designed for Short Attention Span Viewers.** Executives, business owners and entrepreneurs traditionally have short attention spans. In order to provide important information about the site without the need to read text, SellMyBusiness.com utilizes an online web actor to speak directly to the viewer. No competitor uses web actors.
6. **Local Language Website.** Although the language of the Internet is English, not all website viewers speak English. Thus, SellMyBusiness.com intends to launch culturally relevant versions of the site in multiple foreign languages.
7. **The Business Vault®.** SellMyBusiness.com offers a unique feature, the Business Vault Confidential Listing Service: a completely private and confidential place to list a business, real estate and equipment for sale and receive leads only from financially pre-qualified buyers. Many business owners and executives do not wish to publicly list, but would utilize the Internet if they knew their information could be kept confidential and they would only receive contact from parties that have the financial wherewithal for the transaction.

8. **Business Watch®.** Business Watch provides a service to buyers, allowing them to conduct a search for businesses, real estate or equipment and then lock in the search criteria. Then, whenever a listing meeting their search criteria is added to the SellMyBusiness.com database the Business Watch service automatically generates an email alerting the potential buyer to the new listing. Business Watch assures the buyer will not miss any viable purchasing opportunities.
9. **Web-based Document Management Portal.** Once a business, real estate or equipment purchase is agreed upon by a buyer and seller, SellMyBusiness.com can provide a unique, centralized document management system that allows all parties involved in the transaction (buyer, seller, attorneys, brokers, mortgagers, etc.) to upload and share documents. SellMyBusiness.com management has made an exclusive arrangement with the developer of this document management system, a company that has also developed special web-based real estate listing modules currently used by international business brokers and an international broker association..

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1 Technology Insider – News and Views from Business.com editors; Kehrer, Daniel, May 12, 2008, Business.com

2 Business Enterprise Institute; Brown John, 2007.

3 What it means to be a baby boomer!; Dibb, Sharon, Bstar Pty Ltd., 2007.

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## The Market

According to the U.S. Census Bureau there are approximately 13.1 million firms in the U.S., generating over \$22 billion in annual sales.<sup>4</sup> The total number of businesses that are for sale annually just in the United States is estimated to be 1.1 million<sup>5</sup> and this number is expected to continue increasing as Baby Boomers sell off their companies to the upcoming generations. John Brown of the Business Enterprise Institute states one out of two business owners in the country [U.S.] plan on leaving their business within the next ten years.<sup>6</sup> SellMyBusiness.com management estimates that Europe and the Asia-Pacific region triple this number.

The initial target market for SellMyBusiness.com is:

- the 1.1 million sellers of businesses (and related real estate and equipment) in the U.S.;
  - the resulting 1.1 million buyers of businesses;
- the broker/dealer network that will assist in the buying and selling of these businesses;
- the individuals (For Sale By Owners) that choose not to enlist the services of brokers, and;
- the professional service providers that provide a vast array of services for buyers & sellers.

Follow-on growth includes expansion of local language versions of SellMyBusiness.com into targeted countries. SellMyBusiness.com management's estimate for the worldwide market is over 60 million companies with approximately 10 percent changing hands each year. Approximately 20 million firms each exist in the Americas, Europe and Asia/Middle East. This estimate is based on data on China, India, Europe, Russia and Brazil<sup>789</sup>. A more dramatic market size picture is drawn from a Global Entrepreneurship Monitor study stating that out of the 40 GEM countries, accounting for almost 4 billion out of a world population of 6.3 billion, about 50 million new companies will be launch each year (about 137,000 per day) with a subsequent number of firms being closed (potentially sold).<sup>10</sup>

## Competition &amp; Supporting Financial Model

Three types of competitors exist for SellMyBusiness.com: 1) current web-based sites; 2) local and regional broker sites, and; 3) vertical market specialists.

## Competition - Current Web-based Sites

There are eight direct competitors to SellMyBusiness.com within the business sales arena (i.e. not including real estate and equipment). This may appear to be an indicator of a saturated market to most, but in fact it provides strong insight into some critical areas.

## Current Web-based Sites

Domain Name	Owner	Location	Launched	# of Bus. For Sale	# of Reg. Buyers	# of Agents, ect.	Countries Listed	Selling Broker Fee (\$/mo)	Broker Fee (\$/mo)	Visits/ Searches per. mo.
BizBuySells.com	LoopNet, Inc.	San Francisco, CA	1996	48,000	24,000	2,500	24	59.95	49.95	650,000
BizQuest.com	Bizquest, LLC	Los Angeles, CA	2005	42,000	100,000	n/a	33	54.95	39.95	n/a
BusinessBroker.net	BusinessBroker.net	Atlanta, GA	Est 1999	30,000	n/a	n/a	15	99.95	39.95	500,000

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BusinessDistrict.com	Business District, LLC	Shawnee, KS	2006	998	n/a	n/a	1	Free	Free	n/a
BusinessesForSale.com	Dynamics PLC	London, UK	1996	51,000	200,000	1,000	110	79.95	29.95	330,000
BusinessMart.com	Business Mart, Inc.	Parlin, NJ	2003	n/a	n/a	n/a	2	69.95	34.95	n/a
BusinessNation.com	Itm Holdings, LLC	Lakewood, CO	1998	2,300	n/a	n/a	1	29.95	39.95	n/a
DaltonBusiness.com	Untied Business Media Ltd.	London, UK	2001	25,000	n/a	n/a	9	£60 (\$121)	n/a	n/a
SellMyBusiness.com	SellMyBusiness.com Inc.	Bingham Farms, MI	2008	3,500	Too new	Too new	1	59.95	29.95	550,000

First, none of these companies appears to have exploited the market based on the small market share. Research indicates the primary marketing methods used by the competition is Internet Search Engine Optimization (SEO). SellMyBusiness.com management has been unable to identify any significant marketing used by any of the companies, except LoopNet which owns BizBuySell. BizBuySell has an affiliate arrangement with Wall Street Journal Online and runs small ads in business publications such as Fast Company. BusinessNation.com appears to be unfocused and offering business listing services as only one small piece of a larger strategy; resulting in only 2,300 listings. BusinessDistrict.com is basing its growth model on business social networking. The remaining six sites appear to rely on Internet search engine results. Of the 1.1 million companies sold in the U.S. each year, SellMyBusiness.com management estimates the amount listed online represents less than one percent of the total world market potential.

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4 2004 United States Census Bureau data.

5 2005 Business Reference Guide; West, Tom, 2005.

6 Business Enterprise Institute; Brown, John, 2007.

7 "Registered SMEs in China surpass 4.3 million", Li Zibin, China Knowledge, Oct 22, 2007

8 "Growth Opportunities for Indian SME's", Deloitte Touche Tohmatsu India Private Limited (Source: Ministry of Micro, Small and Medium Enterprises, Government of India), Apr 22, 2008, pg 5,

9 "General Market Outlook – Macroeconomic Projections [on Brazil]", Canadian Heritage, www.pch.gc.ca, 2008.

10 "Small Business", Mason, Moya K., (Source: 2002 Global Entrepreneurship Monitor survey), www.moyak.com, 2008.

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Although these sites are considered direct competitors which may indicate the need to capture market share from them, SellMyBusiness.com personnel have conducted field studies that verify business owners and brokers sign up on multiple sites to ensure market visibility. Therefore, SellMyBusiness.com's growth is based on customers listing solely with SellMyBusiness.com and jointly with its competitors.

The following chart shows a matrix comparing the features and unique value propositions offered by SellMyBusiness.com relative to its competitors.

Figure 6: SellMyBusiness.com Features versus Competition

- 1 Adding multilingual sites in 2009-10
- 2 For brokers only
- 3 Sponsored links only
- 4 Five categories only

### Competition - Local and Regional Broker Sites

The second area of competition is the myriad of local and regional broker websites. These sites are not considered viable competitors due to their limited reach and local or regional focus.

### Competition - Vertical Market Specialists

The third type of competitor is the web-based specialty market seller. These firms focus on a narrow niche business industry and essentially hook up sellers with brokers within that niche. However, as mentioned in the previous "Competition - Current Web-based Sites" paragraph, due to the modest fees for the listing and registration service, business owners and brokers list in multiple sites to ensure market visibility.

### Website Visitor Analytics

The SellMyBusiness.com website incorporates rich analytical tools for assessing information about website traffic and visitors such as: sessions, pageviews, hits, requested pages, downloads (from the SellMyBusiness.com website), page drilldowns, entrance pages, exit pages, bounce rates, click paths, length of pageview, depth of session, length of session, referrals, domains, user IP addresses, browser details, and reasons for de-listing.

The capture and translation of this data into visitor demographics creates a powerful tool for SellMyBusiness.com management for pricing banner advertisement, affiliate arrangements, corporate sponsorships and, potentially, company purchase.

### Intellectual Property

SellMyBusiness.com has secured three registered service marks:

1. The subsidiary company name and, thus, its domain name: SellMyBusiness.com®
2. The confidential listing and pre-qualified buyer service: Business Vault®
3. The business listing alert service: Business Watch®

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Employees

As of April 10, 2009, the Company had three employees. The Company plans to hire more persons on as-needed basis. The Company has not entered into any collective bargaining agreements.

DESCRIPTION OF PROPERTY

Our mailing address is located at 30600 Telegraph Road, Suite 2175, Bingham Farms, MI 48025. Phone-based web support is located at 10755 Vernon, Huntington Woods, MI 48070 at a facility cost of \$1,500 per month.

LEGAL PROCEEDINGS

John C. Maddox, our President, Chief Operating Officer and Director, is subject to certain payments under a Chapter 13 Plan approved by United States Bankruptcy Court on June 13, 2007. He paid \$600 per month to certain creditors from May 31, 2007 to September 30, 2008. He is now paying \$669.04 per month to these creditors for twelve months, effective October 1, 2008.

Except stated above, there are no legal proceedings pending or threatened against us or our officers and directors.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There is presently no public market for our shares of common stock. We anticipate applying for trading of our common stock on the Over the Counter Bulletin Board upon the effectiveness of the registration statement of which this prospectus forms part. However, we can provide no assurance that our shares of common stock will be traded on the Bulletin Board or, if traded, that a public market will materialize.

Holder of Our Common Stock

As of the date of this registration statement, we had 50 shareholders of our common stock.

Rule 144 Shares

After July 2009, all of the shares of our common stock held by 39 shareholders who purchased their shares in the Regulation D 506 offering by us will become available for resale to the public without any restriction.

Stock Option Grants

To date, we have not granted any stock options.

Transfer Agent and Registrar:

Our transfer agent is Globex Transfer, LLC, 780 Deltoan Blvd., Suite 202, Deltona, Florida 32725 and its phone number is (386)206-1133.

Dividend Policy:

Since inception we have not paid any dividends on our common stock. We currently do not anticipate paying any cash dividends in the foreseeable future on our common stock, when issued pursuant to this offering. Although we intend



to retain our earnings, if any, to finance the exploration and growth of our business, our Board of Directors will have the discretion to declare and pay dividends in the future. Payment of dividends in the future will depend upon our earnings, capital requirements, and other factors, which our Board of Directors may deem relevant.

#### AVAILABLE INFORMATION

We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to the common stock offered hereby. This prospectus, which constitutes part of the registration statement, does not contain all of the information set forth in the registration statement and the exhibits and schedule thereto, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information regarding our common stock and our company, please review the registration statement, including exhibits, schedules and reports filed as a part thereof. Statements in this prospectus as to the contents of any contract or other document filed as an exhibit to the registration statement, set forth the material terms of such contract or other document but are not necessarily complete, and in each instance reference is made to the copy of such document filed as an exhibit to the registration statement, each such statement being qualified in all respects by such reference.

We are also subject to the informational requirements of the Exchange Act which requires us to file reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information along with the registration statement, including the exhibits and schedules thereto, may be inspected at public reference facilities of the SEC at 100 F Street N.E , Washington D.C. 20549. Copies of such material can be obtained from the Public Reference Section of the SEC at prescribed rates. You may call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Because we file documents electronically with the SEC, you may also obtain this information by visiting the SEC's Internet website at <http://www.sec.gov>.

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Bingham Farms, Michigan

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders  
Halberd Corporation and Subsidiary  
Bingham Farms, Michigan

We have reviewed the consolidated balance sheet of Halberd Corporation and Subsidiary, a development stage company (the Company) as of January 31, 2009, the related consolidated statements of operations for the three and six month periods ended January 31, 2009 and 2008, and the related consolidated statements of stockholders' equity (deficit) and cash flows for the six-month periods ended January 31, 2009 and 2008. These consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards established by the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards established by the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the consolidated financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above in order for them to conform with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Halberd Corporation and Subsidiary as of July 31, 2008, and the related consolidated statements of operations, stockholders' deficit, and cash flows for the period August 2, 2007 through July 31, 2008 (not presented herein); and in our report dated January 29, 2009, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of July 31, 2008, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/  
Rehmann  
Robson

Rehmann  
Robson  
P.C.

Troy, Michigan  
April 9, 2009

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HALBERD CORPORATION AND SUBSIDIARY  
(a development stage company)

CONSOLIDATED BALANCE SHEETS

	January 31 2009 (Unaudited)	July 31, 2008
<b>ASSETS</b>		
Cash and cash equivalents, equal to total current assets	\$ 3,374	\$ 1,387
Property and equipment, net	466,817	314,221
Trademarks	11,096	8,770
Deferred income taxes	-	17,330
<b>Total assets</b>	<b>\$ 481,287</b>	<b>\$ 341,708</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Liabilities</b>		
Accounts payable	\$ 139,941	\$ 17,959
Accrued expenses	13,469	17,386
Deferred revenue	1,655	1,510
Due to officers	74,130	30,048
Line-of-credit due to stockholder	28,327	10,900
Convertible notes payable	-	300,000
<b>Total liabilities (all current)</b>	<b>257,522</b>	<b>377,803</b>
<b>Stockholders' equity (deficit) (Note 5)</b>		
Common stock - \$0.001 par value; 120,000,000 shares authorized, 25,058,000 and 20,002,000 shares issued and outstanding at January 31, 2009 and July 31, 2008, respectively	505	-
Additional paid-in capital	423,995	-
Deficit accumulated during the development stage	(200,735)	(36,095)
<b>Total stockholders' equity (deficit)</b>	<b>223,765</b>	<b>(36,095)</b>
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 481,287</b>	<b>\$ 341,708</b>



The accompanying notes are an integral part of these interim consolidated financial statements.

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HALBERD CORPORATION AND SUBSIDIARY  
(a development stage company)

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended January 31		Six Months Ended January 31		Cumulative Period From August 2, 2007 (date of inception) to January 31 2009
	2009	2008	2009	2008	2009
Net sales	\$ 1,266	\$ -	\$ 5,092	\$ -	\$ 12,108
Cost of sales	385	-	913	-	1,559
Gross margin	881	-	4,179	-	10,549
Operating expenses	120,913	57,466	135,790	57,482	179,877
Operating loss	(120,032)	(57,466)	(131,611)	(57,482)	(169,328)
Other income (expense)					
Interest income	-	-	-	-	1,253
Interest expense	(7,731)	(8,237)	(15,699)	(8,237)	(32,660)
Other expense, net	(7,731)	(8,237)	(15,699)	(8,237)	(31,407)
Loss before income taxes	(127,763)	(65,703)	(147,310)	(65,719)	(200,735)
Income taxes	(23,950)	-	(17,330)	-	-
Net loss	\$ (151,713)	\$ (65,703)	\$ (164,640)	\$ (65,719)	\$ (200,735)
Basic and diluted loss per common share	*	*	*	*	*
Weighted average number of common shares outstanding, basic and fully diluted	20,844,666	10,001	20,423,335	10,001	20,142,441

\* less than \$0.01

The accompanying notes are an integral part of these interim consolidated financial statements.



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HALBERD CORPORATION AND SUBSIDIARY  
(a development stage company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total Stockholders' Deficit
Balances - August 2, 2007	-	\$ -	\$ -	\$ -	\$ -
Common stock issued	10,001	-	-	-	-
Net loss	-	-	-	(65,719)	(65,719)
Balances - January 31, 2008	10,001	\$ -	\$ -	\$ (65,719)	\$ (65,719)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total Stockholders' Equity (Deficit)
Balances - August 1, 2008 *	20,002,000	\$ -	\$ -	\$ (36,095)	\$ (36,095)
Conversion of notes payable and accrued interest	4,600,000	460	322,540	-	323,000
Private placement during January 2009 at \$0.22/share	374,000	37	80,963	-	81,000
Shares issued for consulting services during January 2009 at \$0.25/share	82,000	8	20,492	-	20,500
Net loss	-	-	-	(164,640)	(164,640)
Balances - January 31, 2009	25,058,000	\$ 505	\$ 423,995	\$ (200,735)	\$ 223,765