

METRO ONE TELECOMMUNICATIONS INC
Form S-8 POS
January 30, 2009
Registration No. 333-20387

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

METRO ONE TELECOMMUNICATIONS, INC.

(Exact name of Registrant as Specified in its Charter)

Oregon
(State or Other Jurisdiction of
Incorporation or Organization)

93-0995165
(I.R.S. Employer
Identification No.)

11200 Murray Scholls Place

Beaverton, Oregon 97007

(503) 643-9500

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

METRO ONE TELECOMMUNICATIONS, INC.

1994 STOCK INCENTIVE PLAN

(Full Title of the Plan)

JAMES F. HENSEL

President and Chief Executive Officer

Metro One Telecommunications, Inc.

11200 Murray Scholls Place

Beaverton, Oregon 97007

(503) 643-9500

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer

Accelerated filer

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

Smaller reporting company

DEREGISTRATION

DEREGISTRATION

The total number of shares of common stock, no par value per share, of Metro One Telecommunications, Inc. registered pursuant hereto for issuance under the Metro One Telecommunications, Inc. 1994 Stock Incentive Plan is 535,687.5 shares (following adjustment for a 3-for-2 stock split in 2001, and a reverse 1-for-4 stock split in 2006), of which 431,980 shares have been sold under the plan and issued to employees since the Registration Statement became effective and 103,707.5 shares remain unsold. The Registration Statement is hereby amended to remove from registration the remaining 103,707.5 shares.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8.

Exhibits.

See "Exhibit Index" immediately following the signature page below.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Beaverton, state of Oregon, on the 28th day of January, 2009.

METRO ONE TELECOMMUNICATIONS, INC.

(Registrant)

By: /s/ James F. Hensel
James F. Hensel

President, Chief Executive Officer

and Director

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement has been signed by the following persons in the capacities indicated as of the 28th day of January, 2009.

<u>Signature</u>	<u>Title</u>
James F. Hensel*	President, Chief Executive Officer, and Director (Principal Executive, Financial, and Accounting Officer)
Kenneth D. Peterson, Jr.*	Chairman of the Board of Directors
Jonathan A. Ater*	Director
Elchanan Maoz*	Director
Mary Oldshue*	Director
Richard B. Keller II*	Director

*By /s/ James F. Hensel
James F. Hensel
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-144400) filed January 29, 2009)