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ATLANTIC TECHNOLOGY VENTURES INC
Form POS462B
August 05, 2002

As filed with the Securities and Exchange Commission on August 5, 2002

Registration No. 333-82010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ATLANTIC TECHNOLOGY VENTURES, INC.
(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) | 36-3898269 (I.R.S. Employer Identification No.) |
|---|---|---|

350 Fifth Avenue
Suite 5507
New York, New York 10118
(212) 267-2503
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

FREDERIC P. ZOTOS, ESQ.
350 Fifth Avenue
Suite 5507
New York, New York 10118
(212) 267-2503
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

COPY TO:

EZRA G. LEVIN, ESQ.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
(212) 715-9100

Approximate date of commencement of proposed sale to the public: At such

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time or times as may be determined by the selling shareholders after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [x] 333-82010

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 the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of Shares to be Registered | Number of Shares to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee Due |
|--|-----------------------------------|--|--|--------------------------------|
| Common stock, par value \$.001 per share (2) | 833,331 | \$0.14 | \$116,666.34 | \$27.88 |

(1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low sales prices for Atlantic common stock reported on the NASD Over-the-Counter Bulletin Board on July 31, 2002.

(2) Represent shares of Atlantic common stock that Atlantic agreed to issue to Joseph Stevens & Company, Inc., the placement agent under the placement agent agreement dated as of November 6, 2001, between Atlantic and Joseph Stevens, for services rendered relating to the private placement of our stock.

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 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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EXPLANATORY NOTE

This Registration Statement is being filed under Rule 462(b) under the Securities Act of 1933, as amended, to register an additional 833,331 shares of common stock, par value \$.001, of Atlantic Technology Ventures, Inc. These are shares Atlantic agreed to issue to Joseph Stevens & Company, Inc., the placement agent under the placement agent agreement dated as of November 6, 2001, between Atlantic and Joseph Stevens, for services rendered relating to the private placement of shares of our common stock.

The contents of the Registration Statement on Form SB-2 (Registration No. 333-82010) filed by Atlantic with the SEC on February 14, 2002, including the exhibits thereto, which was declared effective by the Commission on February 14, 2002, are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 on Form SB-2 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 26, 2002.

ATLANTIC TECHNOLOGY VENTURES, INC.

By: /s/ Frederic P. Zotos

Name: Frederic P. Zotos
Title: President and Chief Executive
Officer

By: /s/ Nicholas J. Rossettos

Name: Nicholas J. Rossettos
Title: Treasurer, Secretary and
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|---------------|
| ----- | ----- | ---- |
| /s/ Frederic P. Zotos ----- Frederic P. Zotos | President and Chief Executive Officer | July 26, 2002 |

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/s/ Nicholas J. Rossettos Treasurer, Secretary and July 26, 2002

Chief Financial Officer
Nicholas J. Rossettos

* Director July 26, 2002

Steve H. Kanzer

* Director July 26, 2002

Peter O. Kliem

* Director July 26, 2002

A. Joseph Rudick

* Director July 26, 2002

David Tanen

* By: /s/ Frederic P. Zotos

Frederic P. Zotos
Attorney in Fact

Exhibit Index

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 5.1 | Opinion of Kramer Levin Naftalis & Frankel LLP. |
| 23.1 | Consent of KPMG LLP. |
| 23.2 | Consent of Kramer Levin Naftalis & Frankel LLP (contained in the opinion filed as Exhibit 5.1 hereto). |