

Edgar Filing: SmartPros Ltd. - Form 8-A12B

SmartPros Ltd.  
Form 8-A12B  
September 22, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 21, 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 two shares of Common Stock and  
one Common Stock Purchase warrant  
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 and September 14, 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: September 21, 2004

SMARTPROS LTD.

By: /s/ ALLEN S. GREENE

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Allen S. Greene,  
Chief Executive Officer

EXHIBIT INDEX

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NO. DESCRIPTION

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