

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

Filing Date: **1995-07-12**
SEC Accession No. **0000950148-95-000392**

(HTML Version on secdatabase.com)

FILER

PANATECH RESEARCH & DEVELOPMENT CORP

CIK: **354992** | IRS No.: **953615472** | State of Incorporation: **NV** | Fiscal Year End: **0331**
Type: **POS AM** | Act: **33** | File No.: **002-73658** | Film No.: **95553458**
SIC: **3490** Miscellaneous fabricated metal products

Mailing Address
*PO BOX 23160
ALBUQUERQUE NM
871921160*

Business Address
*PO BOX 23160
STE 850
ALBUQUERQUE NM
87192-1160
5052712200*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 5 TO
FORM S-1 REGISTRATION STATEMENT FILED ON FORM S-3
Under
THE SECURITIES ACT OF 1933

PANATECH RESEARCH AND DEVELOPMENT CORPORATION
(Name of Registrant as Specified in its Charter)

P.O. Box 23160, Albuquerque, New Mexico 87192-1160
(505) 271-2200

(Address and Telephone Number of
Principal Executive Offices)

DR. ARTHUR J. ROSENBERG, President
Panatech Research and Development Corporation
P.O. Box 23160, Albuquerque, New Mexico 87129-1160
(505) 271-2200

(Name, Address and Telephone Number of
Agent for Service)

Nevada
(State of Incorporation)

3499
(Primary Standard
Industrial Classification
Code Number)

95-365472
(IRS Identification
Number)

Copies of communications to:

Helen W. Melman, Esq.
1299 Ocean Avenue
Fourth Floor
Santa Monica, California 90401
(310) 458-6900

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this post-effective amendment 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, other than securities offered only in connection with dividend or interest reimbursement plans, please check the following box. /X/

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of 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, 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. / /

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

ii

PROSPECTUS

873,700 Shares

PANATECH RESEARCH AND DEVELOPMENT CORPORATION

Common Stock

This Prospectus relates to 873,700 shares of the Common Stock of Panatech Research and Development Corporation ("Panatech" or the "Company") which may be issued upon the exercise of outstanding Class B Warrants (the "Warrants"). Each Warrant entitles the holder to purchase one share of Common Stock, at a price of \$5.00, until June 30, 1996. The Company does not intend to extend the expiration date of the Warrants beyond June 30, 1996.

The Warrants are redeemable by the Company at any time that the average market price of the Common Stock for any twenty-day period is \$7.00 or more per share. The redemption price is \$0.10 per Warrant. If the Company gives notice of its intention to redeem, a holder will have 30 days in which to sell his Warrant, exercise his Warrant or accept the redemption price.

The Company's Common Stock is traded on the NASDAQ National Market under the Symbol "PNTC." On July ____, 1995, the closing price of the Common Stock was \$_____ per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Under certain conditions, the Company will allow a commission of 5% upon exercise of each Warrant, of which D.H. Blair & Co., Inc., the managing underwriter of the Company's initial public offering in 1983, will receive 3.5% and members of the National Association of Securities Dealers, Inc., which may include D.H. Blair & Co., Inc., will receive 1.5%. See "Description of Warrants and Plan of Distribution."

No person has been authorized to give any information or to make any representation other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the Common Stock to which it relates, or an offer to or solicitation of any person in any jurisdiction in which such offer or solicitation would be unlawful. The delivery of this Prospectus at any time does not imply that information herein is correct as at any time subsequent to its date.

The date of this Prospectus is July ____, 1995.

The Company is subject to the reporting and other informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 and at the Commission's regional offices at 7 World Trade Center, 13th Floor, New York, New York 10048 and 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Copies of such material may also be obtained by written request to the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates.

The Company has filed a registration statement (File No. 2-73658) (herein together with all amendments thereto called the "Registration Statement") under the Securities Act of 1933, as amended, with respect to the Common Stock offered hereby. This Prospectus does not contain all of the information contained in the Registration Statement. For further information with respect to the Company or the Common Stock, reference is made to the Registration Statement and to the exhibits thereto, which may be inspected at the Commission without charge, or copies thereof may be obtained therefrom upon payment of the prescribed fees.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents which have been filed with the Exchange Commission are incorporated by reference herein as of their respective dates and are a part hereof:

a) The Company's Annual Report on Form 10-KSB for the fiscal year ended March 31, 1995; and

b) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed under Section 12 of the Securities Exchange Act of 1934 and any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13, 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of this offering, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. If any statement in this Prospectus or in any document incorporated by reference in this Prospectus is modified or superseded by a statement in a subsequently filed document which is incorporated by reference in this Prospectus, the earlier statement will be deemed for the purposes of this Prospectus to have been modified or superseded by the subsequent statement, and the earlier statement is incorporated

by reference only as modified or to the extent it is not superseded.

The Company will provide without charge to each person who receives this Prospectus, upon written or oral request, a copy of any documents incorporated herein by reference, except for the exhibits thereto. Requests for such documents should be directed to the Company at P.O. Box 23160, Albuquerque, New Mexico 87192- 1160, Attention: Arthur J. Rosenberg, President, telephone (505) 271-2200

THE COMPANY

Panatech Research and Development Corporation, through its wholly owned subsidiary, ASM Company, Inc., is engaged in the design, manufacture and sale of precision engineered accessories for high pressure, airless paint spraying equipment used by industrial, commercial and residential paint contractors. The Company's address and telephone number are: P.O. Box 23160, Albuquerque, New Mexico 87192, (505) 271-2200.

SUMMARY CONSOLIDATED FINANCIAL DATA (in thousands, except per share data)

Statement of Income Data:

<TABLE>
<CAPTION>

	Year Ended March 31,		
	1995	1994	1993
	-----	-----	-----
<S>	<C>	<C>	<C>
Sales	\$10,002	\$ 6,972	\$ 5,025
Net income	1,122	757	326
Net income per share	\$.31	\$.21	\$.09

</TABLE>

Balance Sheet Data:

<TABLE>
<CAPTION>

March 31,

	1995 -----	1994 -----
<S>	<C>	<C>
Total assets	\$8,342	\$7,123
Long-term debt, net of current portion	300	1,050
Shareholders' equity	5,441	4,086

</TABLE>

USE OF PROCEEDS

The net proceeds from the exercise of the Warrants, approximately \$4,150,000 assuming all Warrants are exercised and a 5% commission is paid with respect to all Warrant exercises, will be used for working capital and general corporate purposes. Pending use of the net proceeds, the Company will invest the funds in short-term, interest bearing, investment grade securities, United States government securities and cash items. There is no assurance that any of the Warrants will be exercised.

DESCRIPTION OF WARRANTS AND PLAN OF DISTRIBUTION

Each Warrant entitles the holder to purchase one share of Common Stock at an exercise price of \$5.00 per share until June 30, 1996. The Company does not intend to extend the expiration date of the Warrants beyond June 30, 1996.

The Warrants are subject to redemption by the Company on 30 days' notice, after the average market price (based on the daily average of the high bid and the low ask price as reported on NASDAQ) of the Common during any twenty-day period is \$7.00 or more. The redemption price is \$0.10 per Warrant. All outstanding Warrants must be redeemed if any are redeemed. If notice of redemption is given, a holder of a Warrant will have 30 days in which to sell his Warrants, exercise his Warrants or accept the redemption price.

The Warrants contain provisions that protect the holders thereof against dilution by adjustment of the exercise price in certain events, such as stock dividends and distributions, splits, recapitalizations, mergers or consolidations. The Company is not required to issue fractional shares upon the

exercise of a Warrant. Holders of Warrants do not possess any rights as shareholders of the Company until the Warrants are exercised.

The Company has agreed that it will allow a commission of 5% upon exercise of each Warrant, of which D. H. Blair & Co., Inc. will receive 3.5% and members of the National Association of Securities Dealers, Inc. (NASD), which may include D. H. Blair & Co., Inc., will receive 1.5%, provided that (i) at the time of exercise the market price of the Company's Common Stock is more than the then exercise price of the Warrant being exercised, (ii) the holder of such Warrant indicates in writing that his exercise was solicited by a member of the NASD and, (iii) the NASD member delivers a certificate stating that the Warrant was not held in a discretionary account and the solicitation of the exercise of the Warrant did not violate Rule 10b-6 promulgated under the Exchange Act. D.H. Blair & Co., Inc. was the managing underwriter of the Company's public offering in March 1983.

4

7

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Nevada General Corporate Law makes provision for the indemnification of officers and directors in terms sufficiently broad to indemnify officers and directors under certain circumstances from liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act"). The Company's Bylaws require the Company to indemnify its officers and directors to the fullest extent authorized by Nevada law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

EXPERTS

The consolidated financial statements of the Company at March 31, 1995 and for each of the two years in the period ended March 31, 1995 included in the Company's Annual Report on Form 10-KSB have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated herein by reference in reliance upon the authority of said firm as experts in accounting and auditing in giving said report.

5

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The expenses of this post-effective amendment are estimated as follows:

<TABLE>

<CAPTION>

	Amount

<S>	<C>
Filing Fee - Securities and Exchange Commission	Paid
Accountants' Fees and Expenses	\$ 1,600
Fees and Expenses of Counsel for the Registrant	3,000
Printing and Engraving Expenses	250
Blue Sky Fees and Expenses	*
Transfer Agent, Registrar and Warrant Agent	
Fees and Expenses	*
Miscellaneous Expenses	*

Total	\$ 4,850

</TABLE>

* Not applicable.

Item 15. Indemnification of Directors and Officers.

The Company's Articles of Incorporation provide that no director or officer is liable to the Company or its shareholders for damages for breach of fiduciary duty except for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the payment of dividends in violation of law.

The Nevada General Corporate Law makes provision for the indemnification of officers and directors in terms sufficiently broad to indemnify officers and directors under certain circumstances from liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The Company's Bylaws require the Company to indemnify its officers and directors to the fullest extent authorized by Nevada law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

Item 16. Exhibits

- 3.1 Articles of Incorporation as amended (1)
- 3.2 Bylaws (2)

S-1

9

- 4.1 Warrant Agreement dated March 17, 1983 between the Company and U.S. Stock Transfer Corporation *
- 4.2 Forms of Certificates for Common Stock and Class B Warrants *
- 5.1 Opinion re legality *
- 23.1 Consent of Arthur Andersen LLP

* -----
Previously filed.

- (1) Incorporated by reference to the Company Quarterly Report on Form 10-Q for the quarter ended December 31, 1987.
- (2) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended March 31, 1989.

Item 17. Undertakings

The Company hereby undertakes: (1) to file, during any period in which offers or sales of the Common Stock are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and (iii) to include any material information with respect to the plan of

distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided that if the information required in clauses (i) and (ii) above to be included in a post-effective amendment hereto is contained in one or more periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, no post-effective amendment hereto shall be required; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that

S-2

10

a claim for indemnification against such liabilities (other than the payment by the registrant 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 such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

S-3

11

SIGNATURES

- 4.1 Warrant Agreement dated March 17, 1983 between the Company and U.S. Stock Transfer Corporation *
- 4.2 Forms of Certificates for Common Stock and Class B Warrants *
- 5.1 Opinion re legality *
- 23.1 Consent of Arthur Andersen LLP

* Previously filed.

- (1) Incorporated by reference to the Company Quarterly Report on Form 10-Q for the quarter ended December 31, 1987.
- (2) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended March 31, 1989.

ARTHUR ANDERSEN LLP

PANATECH RESEARCH AND DEVELOPMENT CORPORATION

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated May 23, 1995 included in Panatech Research and Development Corporation's Form 10-KSB for the year ended March 31, 1995 and to all references to our Firm included in this registration statement.

/S/ Arthur Andersen LLP

Albuquerque, New Mexico
July 11, 1995

EXHIBIT 23.1