

SECURITIES AND EXCHANGE COMMISSION

FORM SB-2/A

Optional form for registration of securities to be sold to the public by small business issuers
[amend]

Filing Date: **1998-01-05**
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FILER

DIVERSIFIED SENIOR SERVICES INC

CIK: **1042323** | Fiscal Year End: **1231**

Type: **SB-2/A** | Act: **33** | File No.: **333-34367** | Film No.: **98500879**

Mailing Address

*915 WWST FOURTH STREET
WINSTON-SALEM NC 27101*

Business Address

*915 WEST FOURTH STREET
WINSTON SALEM NC 27101
9107241000*

REGISTRATION STATEMENT NO. 333-34367

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 4

TO

FORM SB-2

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DIVERSIFIED SENIOR SERVICES, INC.

(Name of small business issuer in its charter)

<TABLE>					
<S>	NORTH CAROLINA	<C>	8050	<C>	56-1973923
	(State or other jurisdiction of incorporation or organization)		(Primary Standard Industrial Classification Code Number)		(I.R.S. Employer Identification No.)
</TABLE>					

915 WEST FOURTH STREET
WINSTON-SALEM, NORTH CAROLINA 27101
(910) 724-1000
(Address and telephone number of principal executive offices)

915 WEST FOURTH STREET
WINSTON-SALEM, NORTH CAROLINA 27101
(Address of principal place of business or intended principal place of business)

SUSAN L. CHRISTIANSEN
915 WEST FOURTH STREET
WINSTON-SALEM, NORTH CAROLINA 27101
(910) 724-1000
(Name, address and telephone number of agent for service)

COPIES TO:

<TABLE>			
<S>	DON R. HOUSE		JAMES R. TANENBAUM
	HOUSE LAW FIRM		STROOCK & STROOCK & LAVAN LLP
	3325 Healy Dr.		180 Maiden Lane
	Winston-Salem, N.C. 27103		New York, N.Y. 10038
	(910) 768-2225		(212) 806-5400
</TABLE>			

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after this Registration Statement becomes effective.

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 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, 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 THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE: Amendment No. 4 is being filed solely for the purpose of filing Exhibit No. 23.1 to the Registration Statement, an updated Accountants' Consent.

SIGNATURES

In accordance with 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 SB-2 and authorized this Amendment No. 4 to the Registration Statement to be signed on its behalf by the undersigned in the City of Winston-Salem, State of North Carolina, on the 5th day of January, 1998.

DIVERSIFIED SENIOR SERVICES, INC.

By: /s/ SUSAN L. CHRISTIANSEN

SUSAN L. CHRISTIANSEN,
PRESIDENT AND CHIEF OPERATING OFFICER

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

SIGNATURE	TITLE	DATE
* ----- WILLIAM G. BENTON	<C> Chairman of the Board and Chief Executive Officer	<C> January 5, 1998
/s/SUSAN L. CHRISTIANSEN ----- SUSAN L. CHRISTIANSEN	Chief Operating Officer and Director	January 5, 1998

*

G.L. CLARK, JR.

Chief Financial Officer,
Treasurer and Director

January 5, 1998

*

PERRY C. CRAVEN

Director

January 5, 1998

*

WALTER H. ETTINGER, JR.

Director

January 5, 1998

*by Susan L. Christiansen, Attorney-in-Fact
</TABLE>

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors and Stockholders
Diversified Senior Services, Inc.

We consent to the use in this Amendment No. 4 to the Registration Statement relating to shares of Class A Common Diversified Senior Services, Inc. on Form SB-2 of (i) our report dated August 6, 1997 on the consolidated financial statements of Diversified Senior Services, Inc. as of December 31, 1996 and for period from May 17, 1996 to December 31, 1996; (ii) our report dated August 6, 1997 on the statements of operations, changes in shareholder's equity (deficit) and cash flows for the six months ended June 30, 1996 and year ended December 31, 1995 of Residential Properties Management, Inc. appearing in the Prospectus, which is a part of the Registration Statement, and to the reference to us under the heading "Experts" in such Prospectus.

THE DANIEL PROFESSIONAL GROUP, INC.

Winston-Salem, North Carolina
January 5, 1998