

MAI SYSTEMS CORP
Form POS AM
November 29, 2005

As Filed with the Securities and Exchange Commission on November 29, 2005

File No. 333-57454

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

MAI SYSTEMS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

22-2554549
(IRS Employer ID No.)

26110 ENTERPRISE WAY, SECOND FLOOR

LAKE FOREST, CALIFORNIA 92630

(Address of Principal Executive Offices)

W. BRIAN KRETZMER, CHIEF EXECUTIVE OFFICER

MAI SYSTEMS CORPORATION

Edgar Filing: MAI SYSTEMS CORP - Form POS AM

26110 ENTERPRISE WAY, SECOND FLOOR

LAKE FOREST, CALIFORNIA 92630

(Name and Address of Agent for Service)

(949) 598-6000

(Telephone Number, Including Area Code, of Agent for Service)

COPIES TO:

DAVID M. GRIFFITH, ESQ.

LAW OFFICE OF DAVID M. GRIFFITH, APC

ONE WORLD TRADE CENTER, SUITE 800

LONG BEACH, CA 90831-0800

(562)240-1040

RECENT EVENTS: DEREGISTRATION

The Registration Statement on Form S-3 (Registration No. 333-57454) (the Registration Statement) of MAI Systems Corporation (MAI), pertaining to the registration of certain shares of MAI s common stock, par value \$0.01 per share (MAI Common Stock), issuable to certain third parties, to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on October 26, 2001.

On November 28, 2005 MAI completed a 1:150 reverse stock split (Reverse Split) through an exchange and cash-out of shareholders which reduced the number of our shareholders to 240. By reducing the number of shareholders to fewer than 300 we became eligible to terminate the registration of our common stock under Section 12(g) of the Exchange Act and our periodic reporting obligations. The Reverse Split became effective on November 23, 2005 (the Split Effective Date), as specified in an Amendment to our Certificate of Incorporation filed with the Secretary of State of the State of Delaware on October 31, 2005.

On November 29, 2005, we filed our Form 15 with the United States Securities and Exchange Commission which terminated the registration of our securities under Rules 12g-4(a)(1)(i) and 12h-3(1)(i) of the Securities and Exchange Act of 1934.

As a result of the Reverse Split and Form 15 filing, MAI has terminated all offerings of MAI Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by MAI in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of MAI Common Stock which remain unsold at the termination of the offering, MAI hereby removes from registration all shares of MAI Common Stock registered under the Registration Statement which remain unsold as of the Split Effective Date.

