

MATERIAL TECHNOLOGIES INC /CA/
Form SB-2/A
May 02, 2003

As Filed With The U.S. Securities and Exchange Commission on May 2, 2003
Registration No. 333-97833

U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT 3
TO
FORM SB-2**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
MATERIAL TECHNOLOGIES, INC.

(Name of Small Business Issuer)

Delaware ----- (State or jurisdiction of incorporation or organization)	1057 ----- (Primary Standard Industrial Classification Code)	95-4622822 ----- (I.R.S. Employer Identification No.)
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**11661 San Vicente Boulevard
Suite 707
Los Angeles, California 90049
310-208-5589**

(Address and telephone number of principal office)

**Robert M. Bernstein, Chief Executive Officer
11661 San Vicente Boulevard
Suite 707
Los Angeles, California 90049
310-208-5589**

(Name, address and telephone number of agent for service)

**COPIES TO:
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Gregory Bartko, Esq.
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404-238-0550 (telephone)
404-238-0551 (facsimile)**

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS SOON AS
practicable after this registration statement becomes effective.

If 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"), please check the following box. [XX]

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. []

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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 this form is a post-effective amendment filed pursuant to Rule 462(d) 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 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, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.