

SIGNALIFE, INC.
Form SB-1/A
January 10, 2007

As filed with the Securities and Exchange Commission on January 10, 2006

Commission File No. 333 138853

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1
to
Form SB-2**

Registration Statement Under The Securities Act Of 1933

Signalife, Inc.

(Name of small business issuer in its charter)

Delaware

3845

87-0441351

**(State or other jurisdiction of
incorporation or organization)**

(Primary Industrial Code)

**(I.R.S. Employer
Identification No.)**

**Pamela Bunes
Chief Executive Officer**

**531 South Main Street, Suite 301
Greenville, South Carolina 29601
(864) 233-2300**

**(Address, including zip code, and telephone number, including area code, of registrant s principal executive
offices)**

(Name, address, including zip code, and telephone number, including area code, of agent for service of process)

Copies to

**John M. Woodbury, Jr., Esq.
7251 Owensmouth Ave, Suite 7
Canoga Park, California 91303
(818) 883-1776**

Approximate date of proposed sale to public: From time to time after the effective date of this registration statement.

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 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, please 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 of 1933, 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 of 1933, 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 this prospectus is expected to be made pursuant to Rule 434, please check the following box:

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Offering Price Per Share	Proposed Aggregate Offering Price	Amount of Registration Fee
<i>Newly registered shares:</i>				
Common stock	277,419	\$1.58(4)	\$ 438,322.02	\$ 46.90
Common stock (2)	110,968	\$2.23(4)	\$ 247,458.64	\$ 26.48
Common stock (3)	38,839	\$2.23(4)	\$ 86,610.97	\$ 9.27
Common stock (2)	300,000	\$2.50(4)	\$ 750,000.00	\$ 80.25
Subtotal	727,226		\$ 1,522,391.63	\$ 162.90
<i>Previously registered shares:</i>				
Common stock	5,655,800(5)	N/A (6)	N/A (6)	N/A (6)
Common stock (2)	2,400,000(5)	N/A (6)	N/A (6)	N/A (6)
Common stock (2)	550,000(7)	N/A (8)	N/A (8)	N/A (8)
Common stock (2)	1,101,646(9)	N/A (10)	N/A (10)	N/A (10)
Subtotal	9,707,446		N/A (6)	N/A (6)
Total	10,434,672		\$ 1,522,391.63	\$ 162.90

(1)

Pursuant to SEC Rule 416(a), also covers additional common shares that may be offered to prevent dilution as a result of stock splits, stock dividends or similar transactions relating to these securities.

(2)

Represents common stock reserved for issuance by the registrant with respect to the prospective exercise of common share purchase warrants at the election of the holder of those warrants.

(3)

Represents common stock reserved for issuance by the registrant with respect to the prospective exercise of placement agents unit purchase warrants (and the subsequent exercise or conversion of the underlying common share purchase warrants) at the election of the holder of those securities.

(4)

This filing fee was paid in connection with the filing of the original registration statement on November 21, 2006. Pursuant to SEC Rule 457(h)(1), the filing fee is computed based upon the exercise price for the underlying options or warrants.

(5)

These securities were previously registered on registration statement file no. 333 -126220 filed with the SEC on June 14, 2005 and declared effective by the SEC on July 22, 2005. Pursuant to Rule 429 of SEC Regulation C, this registration statement will act as a post-effective amendment with respect to that prior registration statement.

(6)

No fee due as shares were previously registered in connection with the filing of the registration statement described in note (5) and fees previously paid as part of that registration statement.

(7)

These securities were previously registered on registration statement file no. 333-122296 filed with the SEC on February 10, 2005 and declared effective by the SEC on February 14, 2005. Pursuant to Rule 429 of SEC Regulation C, this registration statement will act as a post-effective amendment with respect to that prior registration statement.

(8)

No fee due as shares were previously registered in connection with the filing of the registration statement described in note (7) and fees previously paid as part of that registration statement.

(9)

These securities were previously registered on registration statement file no. 333-111683) filed with the SEC on November 4, 2004 and declared effective by the SEC on November 10, 2004. Pursuant to Rule 429 of SEC Regulation C, this registration statement will act as a post-effective amendment with respect to that prior registration statement.

(10)

No fee due as shares were previously registered in connection with the filing of the registration statement described in note (9) and fees previously paid as part of that registration statement.

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 Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED JANUARY 4, 2006

Prospectus

10,434,672 Common Shares

This prospectus relates to the offer and sale by some of our shareholders during the period in which the registration statement containing this prospectus is effective of up to 10,434,672 common shares consisting of up to:

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5,933,219 currently issued and outstanding common shares; and

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4,501,453 common shares issuable by the company upon the prospective exercise of currently issued and outstanding securities purchase warrants (and the subsequent exercise or conversion of the underlying securities) at the election of the holder of those warrants.

This offering is not being underwritten. The common shares offered under this prospectus may be sold by the selling shareholders on the public market, in negotiated transactions with a broker-dealer or market maker as principal or agent, or in privately negotiated transactions not involving a broker or dealer. We will not receive any of the proceeds from those sales.

Our common shares trade on the American Stock Exchange under the trading symbol SGN .

Please read this prospectus carefully. It describes our company, finances, products and services. Federal and state securities laws require that we include in this prospectus all the important information that you will need to make an investment decision.

An investment in the common shares offered for sale under this prospectus involves a high degree of risk. You should purchase our securities only if you can afford losing your entire investment.

See Risk Factors beginning on page 1 of this prospectus.

Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of the common shares offered for sale under this prospectus or the merits of that offering, or has determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is January 4, 2006

531 South Main Street, Suite 301, Greenville, South Carolina 29601

(864) 233-2300

The information in this prospectus is not complete and may be changed. We have filed a registration statement containing this prospectus with the Securities and Exchange Commission. The common stock offered for sale under this prospectus may not be offered for sale or sold until that registration statement is declared effective by the Securities and Exchange Commission. This prospectus is not an offer to sell the common shares and doesn't

solicit an offer to purchase the common shares in any jurisdiction where this offer or sale is not otherwise permitted

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PROSPECTUS SUMMARY

This summary highlights important information about our company and business. Because it is a summary, it may not contain all of the information that is important to you. To understand this offering fully, you should read this entire prospectus and the financial statements and related notes included in this prospectus carefully, and in particular that section of this prospectus captioned *Risk Factors*. Unless the context requires otherwise, *Signalife*, *we*, *us*, *our* and similar terms refer to Signalife, Inc.

On April 11, 2003, we effected a split in our common shares on a 3:1 forward basis through the mechanism of a stock dividend. Whenever we make any reference in this prospectus to the grant or issuance of common shares or options or warrants to purchase common shares, such reference shall, for comparison purposes, be made in reference to post-split numbers and, in the case of options and warrants, exercise prices, unless we state otherwise.

The Company And Business

Signalife is a medical device company focused on researching, developing medical devices which monitor and measure physiological signals in order to detect diseases that impact an individual's health. Physiological signals are small bioelectrical signals generated by the body.

Our initial product lines will be heart monitor systems used to collect physiological data for electrocardiogram or ECG tests for the purpose of detecting and identifying cardiovascular disease. The core component of our products is our battery-operated, digital 12-lead Model 100 Module, a compact device approximately 4 x 3.5 x 1.5 inches in size and 5.5 oz. in weight, that allows a patient's heart to be continuously monitored over a period of 24 to 48 hours in a variety of settings both non-ambulatory (stationary) and ambulatory (moving) such as hospitals, surgeries, clinics, doctors' offices, exercise and sports medicine clinics and laboratories. The Model 100 Module contains both our proprietary patented amplification technology which acquires, processes and amplifies ECG signals, as well as Bluetooth technology which allows the acquired signals to be wirelessly transmitted to a personal computer for interpretation and storage by the physician. Our Model 100 Module operates using a proprietary and patented amplification technology which provides the capability to enlarge and process the physiological signals to discriminate them from ambient or background electromagnetic noise and to facilitate the examination of the signal data for diagnostic purposes.

We have recently commenced commercial marketing of our first heart monitoring system using our Model 100 Module the Fidelity 100 Monitor System, and recorded our first revenues from product sales in October 2006. This system is an integrated system in which our Model 100 Module collects, processes and amplifies ECG signals from that patient through a set of twelve electrode lead sets provided with the system, and then wirelessly transmits that signal to a nearby personal computer provided with the system. The signals are then displayed on a computer monitor and can be printed on a printer provided with the system for analysis by the cardiologist. We received our first sales revenues from this product in the fourth quarter of fiscal 2006.

We principally intend to sell the Fidelity 100 Monitor System as an integrated system containing all of the components the Model 100 Module, electrode lead sets, and a personal computer with monitor and printer, which could either be in a desk top or laptop configuration. The Model 100 Module and our proprietary ECG printing software may also be sold separate from the other components to physicians who prefer to use their own personal computers systems. As a result of these variables, the Fidelity 100 Monitor System will be offered in many different configurations.

The Fidelity 100 Monitor System will be principally used for clinical (resting) and in-patient ambulatory applications. For example, ECG data may be instantaneously acquired, processed, amplified and transmitted to the personal computer for analysis in stationary settings, such as while conducting ECG tests in resting or in-patient ambulatory settings or during surgeries.

Our Fidelity 100 Monitor System will be marketed in the United States by Rubbermaid Inc. (*Rubbermaid*), a subsidiary of Newell Rubbermaid Inc., pursuant to the terms of a Sales and Marketing Services Agreement entered into on March 26, 2006. The initial term of the agreement is for one year, and may be renewed by Rubbermaid on an annual basis for up to nine additional years, subject to satisfaction of modest performance benchmarks and other conditions. Under this agreement, Rubbermaid will, at its cost, put together a national sales force to market the Fidelity 100 Monitor System, and will also advertise and otherwise vigorously promote these products in medical literature, at trade shows, and through other mechanisms as set forth in the agreement. This marketing arrangement may be extended to international sales or other parties upon the mutual consent of both parties. In compensation for these services, Rubbermaid will receive 35% of net product sales, as defined in the agreement. Signalife will, in turn, handle all product manufacturing, fulfillment and product servicing functions.

We are also completing development of an ambulatory Holter device (the *Signalife Holter Monitor*), which also operates using our Model 100 Module as its core component, and which will also be marketed in the United States by Rubbermaid. This device acquires, processes, amplifies and stores ECG data relating to arrhythmia and other transient heart disease over a period of 24 to 48 hours while the patient carries out his or her daily activities away from the physician's office or hospital. The signal data can be either stored on a storage chip contained in the device and downloaded by the physician at a later date when the patient returns to the physician's office, or transmitted to a patient monitoring center that will forward the data or otherwise make it available to the physician over the Internet.

Although we have developed a production version of the Signalife Holter Monitor, we are still conducting physician preference testing studies on selected features of that device, and anticipate that we will make some minor modifications to that design before we commence marketing the product. We anticipate that we will complete final product modification activities and introduce the final Signalife Holter Monitor to market by the end of the first quarter of fiscal 2007. In the interim, physicians could use the Model 100 Module contained in the Fidelity 100 Monitor System in out-patient ambulatory settings should they choose to do so, although it would not have all of the features we would otherwise suggest for out-patient applications.

We are also developing several other products for the heart monitoring market, including an intracardiac monitor, a non-prescription over-the-counter cardiac monitor, and a prescription event recorder.

We are also actively pursuing other marketing alternatives through our internal sales staff. For example, we have recently entered into a letter of intent with Gold's Gym International, Inc. to conduct a pilot program in which patrons of the gym at selected facilities will be tested using Signalife's Fidelity 100 Monitor System in order to detect and identify cardiovascular disease that could be triggered or exacerbated by exercise programs. As part of the program, a set of test protocols and procedures will be developed to address cardiac risks inherent to exercise. If the program is successful, the parties will explore the expansion of the program to most of Gold's gyms as well as other national fitness facilities.

Concurrent with the Gold's gym project, we are also participating in the Athletes For Life program which will focus on developing protocols to test professional and amateur athletes for cardiovascular disease and abnormalities as part of their regular training regime, and will also promote testing for impoverished communities where early detection of cardiovascular disease simply does not exist. A large number of high-profile athletes have indicated their desire both in participating in this program given the high incidence of cardiovascular abnormalities associated with athletes involved in professional sports and track and field; and also sponsoring the community outreach portion of the program given their desire to promote community fitness and cardiovascular testing in the general community.

As of January 4, 2007, we had issued and outstanding or accrued for issuance a total of: (1) 42,676,277 shares of common stock; (2) 97,909 shares of series A convertible preferred stock, plus an additional 33,322 unissued series A

preferred shares accrued for issuance as dividends through September 30, 2006; and (3) stock purchase options and warrants entitling the holders to purchase up to 10,493,167 and 179,292 shares of common stock and series A convertible preferred stock, respectively, at weighted average exercise prices of \$2.35 and \$3.60 per share, respectively. We sometimes refer to our common stock and our series A

convertible preferred stock in this prospectus as our *common shares* and *series A preferred shares*, respectively.

Our corporate offices are located at 531 South Main Street, Suite 301, Greenville, South Carolina 29601. Our telephone number is (864) 233-2300.

The Offering

This prospectus relates to the offer and sale by some of our shareholders during the period in which the registration statement containing this prospectus is effective of up to 10,434,672 common shares consisting of up to:

5,933,219 currently issued and outstanding common shares; and

4,501,453 common shares issuable by the company upon the prospective exercise of currently issued and outstanding securities purchase warrants (and the subsequent exercise or conversion of the underlying securities) at the election of the holder of those warrants.

The outstanding common shares offered under this prospectus may be sold by the selling shareholders on the public market, in negotiated transactions with a broker-dealer or market maker as principal or agent, or in privately negotiated transactions not involving a broker or dealer. Information regarding the selling shareholders, the common shares they are offering to sell under this prospectus, and the times and manner in which they may offer and sell those shares is provided in the sections of this prospectus captioned *Selling Shareholders*, *Registration Rights* and *Plan of Distribution*. We will not receive any of the proceeds from those sales. Should the selling shareholders in their discretion exercise any of the common share purchase warrants underlying the common shares offered under this prospectus, we would, however, receive the exercise price for those warrants. The registration of common shares pursuant to this prospectus does not necessarily mean that any of those shares will ultimately be offered or sold by the selling shareholders, or that any of the common share purchase warrants underlying the common shares offered under this prospectus will be exercised.

The common shares offered for sale under this prospectus include a total of 277,419 previously unregistered common shares held by Nite Capital, LP, Otago Partners, LLC, and Landmark Charity Foundation, and 110,968 common shares issuable to those investors upon exercise of common stock purchase warrants granted to those investors. The aforesaid securities were issued to those investors as part of a private placement of our securities to six accredited investors that closed on October 31, 2006 pursuant to which we raised gross proceeds of \$2,930,000. The common shares offered for sale under this prospectus also include 38,839 common shares issuable to Maxim Group, LLC, upon the exercise of unit purchase warrants (and the subsequent exercise or conversion of the underlying common share purchase warrants) granted to it as placement agent for the above private placement. For more complete information as to the aforesaid private placement, see those sections of this prospectus captioned *Management's Discussion And Analysis Of Financial Condition And Results of Operations*, *Liquidity And Capital Resources* and *Registration Rights*. The common shares offered for sale under this prospectus also include 300,000 common shares issuable to Maxim Group, LLC, upon exercise of stock purchase warrants granted to it for acting as Signalife's investment advisor pursuant to an agreement dated June 14, 2006.

Also included in this prospectus are a total of 8,055,800 previously-registered common shares consisting of (1) 1,562,500 common shares originally sold to an accredited investor, Trellus Partners, LP, pursuant to a private placement to that investor on March 31, 2005, (2) 1,500,000 additional common shares issuable upon the exercise of common share purchase warrants sold to Trellus Partners, LP as part of that private placement; (3) 937,500 common shares originally sold to four affiliated accredited investors, Lagunitas Partners LP, Gruber & McBaine International, Jon D. and Linda W. Gruber, and J. Patterson McBaine, pursuant to a private placement to those investors on April 8, 2005; (4) 900,000 additional common shares issuable upon the exercise of common share purchase warrants sold to those investors as part of that private placement; and (5) 3,155,800

common shares held by ARC Finance Group, LLC, a founding shareholder of the company. For more complete information as to the foregoing private placement, see those sections of this prospectus captioned *Management's Discussion And Analysis Of Financial Condition And Results of Operations*, *Liquidity And Capital Resources* and *Registration Rights*. The aforesaid common shares included in this prospectus were previously registered with the SEC pursuant to a registration statement on form SB-2 (SEC File No. 333-126220) filed with the SEC on June 14, 2005 and declared effective by the SEC on July 22, 2005. The registration containing this prospectus acts as a post-effective amendment with respect to that registration statement in order to attain that end.

Also included in this prospectus are a total of (1) 275,000 previously-registered common shares issuable upon the exercise of common share purchase warrants originally issued to an accredited investor, DKR SoundShore Oasis Holding Fund Ltd., pursuant to a private placement of a debenture to that investor on December 29, 2004; and (2) an additional pool of 275,000 previously-registered common shares held in reserve to cover the prospective payment by the company in the form of common shares of interest, penalties and/or damages that may accrue under those warrants. For more complete information as to this transaction, see those sections of this prospectus captioned *Management's Discussion And Analysis Of Financial Condition And Results of Operations*, *Liquidity And Capital Resources* and *Registration Rights*. The aforesaid common shares included in this prospectus were previously registered with the SEC pursuant to a registration statement on form SB-2 (pre-effective amendment no. 5) (SEC File No. 333-122296) filed with the SEC on February 10, 2005 and declared effective by the SEC on February 14, 2005. The registration containing this prospectus acts as a post-effective amendment with respect to that registration statement in order to attain that end.

Included in this prospectus are a total of 1,112,157 previously-registered common shares consisting of (1) 843,218 previously-registered common shares issuable upon the exercise of class A common share purchase warrants originally sold to 101 accredited investors pursuant to a private placement to those investors effected through Maxim, as placement agent, which closed on October 2, 2003; and (2) additional 268,939 previously-registered common shares issuable upon the exercise of placement agents' unit purchase warrants granted to Maxim as compensation for acting as placement agent, and the conversion or exercise of underlying series A convertible preferred stock and common share purchase warrants. For more complete information as to this transaction, see those sections of this prospectus captioned *Management's Discussion And Analysis Of Financial Condition And Results of Operations*, *Liquidity And Capital Resources* and *Registration Rights*. The aforesaid common shares included in this prospectus were previously registered with the SEC pursuant to a registration statement on form SB-2 (pre-effective amendment no. 5) (SEC File No. 333-111683) filed with the SEC on November 4, 2004 and declared effective by the SEC on November 10, 2004. The registration containing this prospectus acts as a post-effective amendment with respect to that registration statement in order to attain that end.

Summary Financial Data

The following tables summarize the statements of operations and balance sheet data for our company for the periods or as of the dates indicated, respectively:

Statement of Operations Data	2006	Nine Months Ended September 30,		Years Ended December 31,	
	(unaudited)	2005		2005	
		(unaudited)			2004
Exclusivity fee income	\$ 1,000,000	\$		\$	\$
Research and development expenses	\$ (692,388)	\$	\$ (1,197,597)	\$ (1,328,482)	\$ (1,663,362)
General and administrative expenses	\$ (7,441,667)	\$	\$ (4,955,336)	\$ (6,224,105)	\$ (5,052,580)
Interest income	\$ 91,191	\$	\$ 49,318	\$ 92,908	\$ 53,820
Interest expense, including amortization of debt discount	\$	\$	\$ (1,292,463)	\$ (1,292,715)	\$ (15,175)
Change in fair value of warrant liability	\$	\$	\$ 318,000	\$ 318,000	\$ (130,430)
Warrant repricing and other financing cost	\$	\$	\$ (226,294)	\$ (226,294)	\$ (158,516)
Net loss	\$ (7,042,864)	\$	\$ (7,304,372)	\$ (8,660,688)	\$ (6,966,243)
Basic and diluted loss per share attributable to common stockholders	\$ (0.18)	\$	\$ (0.20)	\$ (0.23)	\$ (0.22)
Weighted average shares outstanding, basic and diluted	38,950,260		36,889,282	37,298,692	33,632,117
Balance Sheet Data:			September 30, 2006		December 31, 2005
			(unaudited)		
Current assets		\$	3,002,744	\$	4,947,621
Total assets		\$	3,818,327	\$	5,651,377
Current liabilities		\$	1,692,326	\$	253,923
Total liabilities		\$	1,692,326	\$	253,923