

KRONOS ADVANCED TECHNOLOGIES INC  
Form S-8 POS  
February 13, 2009

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As filed with the Securities and Exchange Commission on February 13, 2008.

Registration No. 333-147578

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

KRONOS ADVANCED TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

87-0440410  
(IRS Employer  
Identification Number)

464 Common Street, Suite 301  
Belmont, MA  
(Address of Principal Executive Offices)

02478  
(Zip Code)

Kronos Advanced Technologies, Inc.  
2007 Stock Incentive Plan  
(Full title of the plan)

Richard F. Tusing  
Acting President, acting Chief Executive Officer,  
acting Principal Executive Officer, Chief Financial  
Officer, Principal Financial Officer, Chief Operating  
Officer, Treasurer, Secretary  
Kronos Advanced Technologies, Inc.  
464 Common Street, Suite 301  
Belmont, MA 02478  
(617) 993-9965  
(Name, address, including zip code, and telephone)

Copies to:  
Reinaldo Pascual  
Paul, Hastings, Janofsky & Walker LLP  
600 Peachtree St., Suite 2400  
Atlanta, GA 30308  
(404) 815-2400

number, including area code, of agent for service)

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DEREGISTRATION OF UNSOLD SECURITIES

On November 20, 2007, Kronos Advanced Technologies, Inc. (the "Company"), filed a registration statement on Form S-8 (File No. 333-147578) (the "Registration Statement"). The Registration Statement registered a total of 100,000,000 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), to be issued pursuant to the Company's 2007 Stock Incentive Plan. This offering has been terminated because the Company intends to deregister its Common Stock under the Securities Exchange Act of 1934, as amended. Consequently, in accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company that are registered but unsold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Belmont, State of Massachusetts on February 13, 2009.

KRONOS ADVANCED TECHNOLOGIES, INC.

By: /s/ Richard F. Tusing  
 Richard F. Tusing  
 Acting President, acting  
 Chief Executive Officer,  
 acting Principal Executive  
 Officer, Chief  
 Financial Officer, Principal  
 Financial Officer,  
 Chief Operating Officer,  
 Treasurer, Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title  | Date              |
|--|--|-------------------|
| /s/ Richard F. Tusing<br>Richard F. Tusing   | Acting President, acting Chief Executive Officer, acting Principal Executive Officer, Chief Financial Officer, Principal Financial Officer, Chief Operating Officer, Treasurer, Secretary and Director | February 13, 2009 |
| /s/ Richard E. Perlman<br>Richard E. Perlman | Director   | February 13, 2009 |
| /s/ Barry M. Salzman<br>Barry M. Salzman     | Director   | February 13, 2009 |
| /s/ Jack Silver<br>Jack Silver               | Director   | February 13, 2009 |
| /s/ James K. Price<br>James K. Price         | Director   | February 13, 2009 |
| /s/ Marc Kloner<br>Marc Kloner               | Director   | February 13, 2009 |