

Edgar Filing: SmartPros Ltd. - Form 8-A12B

SmartPros Ltd.
Form 8-A12B
April 21, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 21, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SmartPros Ltd.

(Exact name of registrant as specified in its charter)

Delaware

13-4100476

(State of incorporation or organization)

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

12 Skyline Drive, Hawthorne, New York

10532

(Address of principal executive office)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12 (b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box. /X/

If this form relates to the registration of securities pursuant to Section 12(g) of the Exchange Act is effective pursuant to General Instruction A.(d), check the following box. / /

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS FORM RELATES: N/A.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE WHICH
EACH CLASS IS TO BE REGISTERED

Common Stock, par value \$.0001 per share
Common Stock Purchase Warrants

The NASDAQ Stock Market LLC
The NASDAQ Stock Market LLC

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

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Item 1. Description of Registrant's Securities to be Registered.

The description of securities required by this Item is contained in the Registration Statement of the Registrant on Form SB-2, File No. 333-115454, filed with the Commission on May 13, 2004, as amended on June 30, 2004, August 6 2004, September 2, 2004 and September 14, 2004, October 12, 2004 and October 15, 2004 (the "Registration Statement") and is incorporated herein by reference to such filing. See the "Description of Securities" in the Registration Statement.

Item 2. Exhibits

The following exhibits required to be filed by this item are either filed herewith or, pursuant to Rule 12b-32 of the Act, incorporated herein by reference to the exhibits filed by the registrant with the Registration Statement:

1. Specimen copy of the Common Stock Certificate (Exhibit 4.1 to the Registration Statement).
2. Specimen copy of the Common Stock Purchase Warrant (Exhibit A to Exhibit 4.2 to the Registration Statement).
3. Form of Warrant Agreement (Exhibit 4.2 to the Registration Statement).
4. Certificate of Incorporation, as amended (Exhibit 3.1 to the Registration Statement).
5. Amended and Restated Bylaws, as amended (Exhibit 3.2 to the Registration Statement).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: April 21, 2008

SMARTPROS LTD.

By: /S/ Allen S. Greene

Allen S. Greene,
Chief Executive Officer

EXHIBIT INDEX

NO.	DESCRIPTION

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