

Edgar Filing: MEDIX RESOURCES INC - Form S-2/A

MEDIX RESOURCES INC  
Form S-2/A  
April 03, 2002

As filed with the Securities and Exchange Commission on April 3, 2002  
Registration No. 333-73572

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

PRE-EFFECTIVE AMENDMENT NO.2  
TO  
FORM S-2  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

**MEDIX RESOURCES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Colorado**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**84-1123311**  
(I.R.S. Employer  
Identification Number)

**The Graybar Building**  
**420 Lexington Ave., Suite 1830**  
**New York, New York 10170**  
**(212) 697-2509**

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

**Lyle B. Stewart, Esq.**  
**Lyle B. Stewart, P.C.**  
**3751 S. Quebec Street**  
**Denver, CO 80237**  
**(303) 267-0920**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)  
-----

Approximate date of commencement of proposed sale to the public: From time  
to time after this Registration Statement becomes effective.

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, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box:

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration F
--------------------------------------------	----------------------------	-------------------------------------------------	-------------------------------------------------	-----------------------------

Edgar Filing: MEDIX RESOURCES INC - Form S-2/A

---

Common stock, par value per share	447,500 (1) 3,048,750 (2)	\$0.75 (1) \$0.47 (1)	\$335,625 (1) \$1,432,913 (2)	\$84.00 (1) \$132.00 (2)
-----------------------------------	------------------------------	--------------------------	----------------------------------	-----------------------------

- (1) This amount was registered and the fee was paid on November 16, 2001 when the Registration Statement was filed.
- (2) This additional number of securities is being registered with this amendment and the related offering price is being estimated solely for the purpose of calculating the additional registration fee. In accordance with Rule 457(c), the price shown is based upon the closing price of Medix's Common Stock on March 28, 2002, as reported on the American Stock Exchange.

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

**SUBJECT TO COMPLETION**

**DATED APRIL 3, 2002**

PROSPECTUS

**MEDIX RESOURCES, INC.**

**3,496,250 Shares of Common Stock**

The shareholders of Medix Resources, Inc. named herein will have the right to offer and sell up to an aggregate of 3,496,250 shares of our common stock under this Prospectus.

Medix will not receive directly any of the proceeds from the sale of these shares by the selling shareholders. However, Medix will receive the proceeds of the exercise of the options and warrants to purchase the shares to be sold hereunder. Medix will pay the expenses of registration of these shares.

The common stock is traded on the American Stock Exchange under the symbol "MXR". On March 28, the closing price of the common stock was reported as \$0.47.

The securities offered hereby involve a high degree of risk. See "RISK FACTORS" beginning on page 3 for certain risks that should be considered by prospective purchasers of the securities offered hereby.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is April \_\_, 2002

No dealer, salesman or other person has been authorized to give any information or to make any representation not contained in or incorporated by reference in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by us, the selling shareholders or any other person. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in any jurisdiction to any person to whom it is unlawful to make such an offer in such jurisdiction. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that the information herein is correct as of any time subsequent to the date hereof or that there has been no change in our affairs since such date.

-----  
TABLE OF CONTENTS  
-----

SUMMARY

RISK FACTORS

FORWARD-LOOKING STATEMENTS

THE COMPANY

USE OF PROCEEDS

SELLING SHAREHOLDERS

DESCRIPTION OF SECURITIES

PLAN OF DISTRIBUTION

INDEMNIFICATION OF OFFICERS AND DIRECTORS

AVAILABLE INFORMATION

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

LEGAL MATTERS

EXPERTS