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BSD MEDICAL CORP
Form SB-2
January 27, 2004

As filed with the Securities and Exchange Commission on January 27, 2004
Registration No. 333- _____

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BSD MEDICAL CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	3845	75-1590407
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

2188 West 2200 South
Salt Lake City, Utah 94119
(801) 972-5555
(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)

Hyrum A. Mead
President
BSD Medical Corporation
2188 West 2200 South
Salt Lake City, Utah 94119
(801) 972-5555
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Nolan S. Taylor, Esq.
Dorsey & Whitney LLP
170 South Main Street, Suite 900
Salt Lake City, Utah 84101
(801) 933-7360

Approximate date of commencement of proposed sale to
the 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, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. |X|

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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, 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, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Shares to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Aggre Offering
Common stock, \$0.001 par value per share	2,162,580	\$1.25	\$2,70

(1) The amount to be registered consists of 2,162,580 shares of common stock to be sold by the selling stockholders identified in this registration statement. Of the 2,162,580 shares of common stock, 2,059,600 are currently outstanding and beneficially owned by the selling stockholders and 102,980 are issuable upon the exercise of warrants by the selling stockholders.

(2) Estimated based upon the average of the bid and asked price of the Registrant's common stock on January 23, 2004, as reported by the OTC Bulletin Board, pursuant to Rule 457(c) promulgated under the Securities Act of 1933, as amended.

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 the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling stockholders named herein may not sell these securities until the registration statement filed with the Securities and Exchange Commission is

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effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

(Subject to completion: Dated January 27, 2004)

2,162,580 Shares
BSD MEDICAL CORPORATION

Common Stock

This prospectus relates to the public offering, which is not being underwritten, of a total of 2,162,580 shares of the common stock of BSD Medical Corporation by the selling stock