

APPLIED ENERGETICS, INC.
Form SC TO-I/A
February 12, 2009

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

SCHEDULE TO
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Applied Energetics, Inc.

(Name of Subject Company) (Issuer) and Filing Person (Offeror)

Options to Purchase Common Stock, Par Value \$.001 Per Share

(Title of class of securities)

462070103*

(CUSIP number of class of securities)

Dana A. Marshall
Chief Executive Officer and President
Applied Energetics, Inc.
3590 East Columbia Street
Tucson, AZ 85714
(520) 628-7415

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copy To:

Robert J. Mittman, Esq.
Brad Shiffman, Esq.
Blank Rome LLP
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 885-5000
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CALCULATION OF FILING FEE

| Transaction Valuation (1) | Amount of Filing Fee (2) |
|---------------------------|--------------------------|
| \$ 15,707.47 | \$0.62 |

(1) Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 3,502,536 shares of common stock of Applied Energetics, Inc. having an aggregate value of \$15,707.47 as of February 3, 2009, will be exchanged and cancelled pursuant to this offer. The aggregate value of such options was calculated based on a Black-Scholes option pricing model. The amount of the filing fee equals \$39.30 per \$1,000,000 of the transaction value and is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended. The amount of the transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used or relied upon for any other purpose.

(2) Previously paid.

“Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: Not applicable

Form or Registration No. Not applicable.

Filing Party: Not applicable.

Dated Filed: Not applicable.

“Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

* Represents the CUSIP Number for the Common Stock underlying the options. There is no CUSIP Number for the options.

This Amendment No. 1 to Schedule TO of Applied Energetics, Inc. (the "Company") amends and supplements the Schedule TO and related Offer to Exchange filed by the Company with the U.S. Securities and Exchange Commission on February 5, 2009 relating to the Company's offer to exchange certain outstanding options for new options.

Item 12 of the Schedule TO is amended to refer to the new Exhibit (a)(3) filed with this Amendment to Schedule TO.

Item 12.

Exhibits.

(a)

Form of Election to Participate in the Offer.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

APPLIED
ENERGETICS,
INC.

/s/ Dana A. Marshall
Dana A. Marshall
Chairman of the
Board
Chief Executive
Officer and
President

Date: February 12, 2009

INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|---|
| (a) (3) | Form of Election to Participate in the Offer. |

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