

AMERIVEST PROPERTIES INC
Form SB-2MEF
May 10, 2002

As filed with the Securities and Exchange Commission on May 9, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SB-2
REGISTRATION STATEMENT
Under
The Securities Act of 1933

AMERIVEST PROPERTIES INC.

(Name of small business issuer in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

6798
(Primary Standard Industrial
Classification Code Number)

84-1240264
(I.R.S. Employer
Identification Number)

1780 South Bellaire, Suite 515
Denver, Colorado 80222
(303) 297-1800
(Address and telephone number of principal executive offices)

1780 South Bellaire, Suite 515
Denver, Colorado 80222
(Address of principal place of business or intended place of business)

Charles K. Knight
President
AmeriVest Properties Inc.
1780 South Bellaire, Suite 515
Denver, Colorado 80222
(303) 297-1800
(Name, address and telephone number of agent for service)

Copies to:

Edward J. Schneidman, Esq.
Michael T. Blair, Esq.
Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, IL 60603
(312) 782-0600

David C. Wright, Esq.
Hunton & Williams
Riverfront Plaza, East Tower
951 East Byrd St.
Richmond, Virginia 23219
(804) 788-8200

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) 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. 333-86676

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, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.001 par value per share	690,000 shares(1)	\$6.05(2)	\$4,174,500(2)	\$400

(1) Includes shares which may be purchased by the underwriters solely to cover over-allotments, if any.

(2) Estimated solely for purposes of determining the registration fee.

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.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form SB-2 (File No. 333-86676) filed by AmeriVest Properties Inc. with the Securities and Exchange Commission (the Commission) on April 19, 2002, as amended, including the exhibits thereto, which was declared effective by the Commission on May 9, 2002, is incorporated herein by reference.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of Denver, State of Colorado, on May 9, 2002.

AMERIVEST
 PROPERTIES
 INC.

 /s/ CHARLES
 K.
 KNIGHT
 By: _____

 Charles
 K.
 Knight
 President

In accordance with the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on May 9, 2002.

<u>Signature</u>	<u>Title</u>
* _____ William T. Atkins	Chief Executive Officer (principal executive officer), Director and Chairman of the Board
/s/ CHARLES K. KNIGHT _____ Charles K. Knight	President and Director
* _____ D. Scott Ikenberry	Chief Financial Officer (principal financial officer and principal accounting officer)
* _____ James F. Etter	Director
* _____ Harry P. Gelles	Director
* _____ Robert W. Holman, Jr.	Director
* _____ John A. Labate	Director
* _____ Robert J. McFann	Director

*

Director

Jerry J. Tepper

By: /s/ CHARLES K. KNIGHT

Charles K. Knight
Attorney-in-Fact

3

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
5	Opinion of Mayer, Brown, Rowe & Maw concerning the legality of the securities being offered
8	Opinion of Mayer, Brown, Row & Maw concerning certain tax matters
23.1	Consent of Mayer, Brown, Rowe & Maw (included in Exhibit 5)
23.2	Consent of Mayer, Brown, Rowe & Maw (included in Exhibit 8)
23.3	Consent of Arthur Andersen LLP
24	Power of Attorney (incorporated by reference to Exhibit 24 to the AmeriVest Properties Inc. Registration Statement on Form SB-2 (Registration Statement No. 333-86676))