

MOBILEPRO CORP  
Form S-8  
April 15, 2004

---

As filed with the Securities and Exchange Commission on April 14, 2004

Registration No. 333-\_\_\_\_\_

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM S-8**

***Registration Statement  
Under  
The Securities Act of 1933***

---

**MOBILEPRO CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**87-0419571**  
(I.R.S. employer  
Identification no.)

**6701 Democracy Blvd., Suite 300  
Bethesda, MD 20817**

(Address of principal executive offices)

**2001 Equity Performance Plan**

(Full title of the plan)

**Jay O. Wright  
Chief Executive Officer  
Mobilepro Corp.  
6701 Democracy Blvd., Suite 300  
Bethesda, MD 20817**

**(301) 315-9040**

(Name, address and telephone number, including area code, of agent for service)

**With a copy to:**

**Ernest M. Stern, Esq.  
Schiff Hardin LLP  
1101 Connecticut Avenue, N.W., Suite 600  
Washington, D.C. 20036  
(202) 778-6400**

---

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, \$0.001 par value per share	5,000,000 (1)	\$0.155(2)	\$775,000	\$98.19

- (1) Represents shares reserved for issuance upon exercise of options granted under the Registrants' s 2001 Equity Performance Plan. Shares available for issuance under the 2001 Equity Performance Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on December 4, 2001 (Registration No. 333-74492).
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457 (c) and 457(h) under the Securities Act of 1933 and based upon an average of the high and low prices reported on the over-the-counter bulletin board on April 8, 2004.
- 
- 
-

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

This registration statement on Form S-8 registers 5,000,000 additional shares of common stock for issuance under the Registrant's 2001 Equity Performance Plan, pursuant to the terms of that plan. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 (Registration No. 333-69818) filed by the Registrant with the Securities and Exchange Commission on December 4, 2001.

---

## SIGNATURES

Pursuant to 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 S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland on this 14th day of April, 2004.

### MOBILEPRO CORP.

By: /s/ Jay O. Wright

Jay O. Wright  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jay O. Wright his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities (until revoked in writing), to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or is substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Jay O. Wright</u> Jay O. Wright	Chief Executive Officer	<u>April 14, 2004</u>
<u>/s/ Kurt Gordon</u> Kurt Gordon	Chief Financial Officer	<u>April 14, 2004</u>
<u>/s/ Daniel Lozinsky</u> Daniel Lozinsky	Director	<u>April 14, 2004</u>

---

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Exhibit</u></b>
5.01	Opinion of Schiff Hardin LLP
23.01	Consent of Bagell, Josephs & Company, Certified Public Accountants
23.02	Consent of Schiff Hardin LLP (included in Exhibit 5.01)
24.01	Power of Attorney (set forth on the signature page)