

UROPLASTY INC  
Form POS AM  
December 20, 2007

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As filed with the Securities and Exchange Commission on December 20, 2007

Registration No. 333-146787

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

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

UROPLASTY, INC.

(Exact Name of Registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**3841 41-1719250**  
(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification No.)

**5420 Feltl Road**  
**Minnetonka, Minnesota 55343**

**Telephone: (952) 426-6140**  
(Address, including zip code and telephone number, including  
area code, of Registrant's principal executive offices)

**David B. Kaysen**  
**President and Chief Executive Officer**

**5420 Feltl Road**  
**Minnetonka, Minnesota 55343**

**Telephone: (952) 426-6140**  
(Name, address, including zip code and telephone  
number, including area code, of agent for service)

**Copies to:**

**Jeffrey C. Robbins, Esq.**  
**Messerli & Kramer P.A.**  
**150 South Fifth Street, Suite 1800**  
**Minneapolis, Minnesota 55402**  
**Telephone: (612) 672-3600**  
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**2200 Wells Fargo Center**  
**90 South Seventh Street**  
**Minneapolis, Minnesota. 55402-3901**  
**Telephone: (612) 766-7000**  
**Facsimile: (612) 766-1600**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

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. ?

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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(d) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ?

**This post-effective amendment will become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission acting pursuant to said Section 8(c) may determine.**

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DEREGISTRATION OF SECURITIES

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**DEREGISTRATION OF SECURITIES**

Uroplasty, Inc. ( Uroplasty ) filed with the SEC a Registration Statement on Form SB-2, as amended (Registration No. 333-146787), which registered 3,450,000 shares of Uroplasty s common stock, par value, \$0.01 per share (the Registration Statement ). The Registration Statement was declared effective by the SEC on November 19, 2007. This Post-Effective Amendment No. 2 to the Registration Statement is filed to deregister 1,983,600 shares of the common stock previously registered on the Registration Statement that remained unsold as of the date of filing of this Post-Effective Amendment No. 2. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of those shares.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 2 to Registration Statement on Form SB-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota, on December 20, 2007.

UROPLASTY, INC.

By: /s/ DAVID B. KAYSEN  
 David B. Kaysen  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                              | <b>Title/Capacity</b>                                                                                                                                      | <b>Date</b>                            |
|-----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| /s/ DAVID B. KAYSEN<br>David B. Kaysen        | President, Chief Executive Officer and Director (Principal Executive Officer)                                                                              | December 20, 2007                      |
| /s/ MAHEDI A. JIWANI<br>Mahedi A. Jiwani<br>* | Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)<br>Chairman of the Board of Directors | December 20, 2007<br>December 20, 2007 |
| R. Patrick Maxwell<br>*                       | Director                                                                                                                                                   | December 20, 2007                      |
| Thomas E. Jamison<br>*                        | Director                                                                                                                                                   | December 20, 2007                      |
| Lee A. Jones<br>*                             | Director                                                                                                                                                   | December 20, 2007                      |
| James P. Stauner<br>*                         | Director                                                                                                                                                   | December 20, 2007                      |
| Sven A. Wehrwein                              |                                                                                                                                                            |                                        |

\*By: /s/ DAVID B. KAYSEN  
 David B. Kaysen, Attorney-in Fact