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MOBILEPRO CORP
Form SB-2/A
May 18, 2004

As filed with the Securities and Exchange Commission on May 18, 2004
Registration No. 333-115546
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1

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

MOBILEPRO CORP.
(Name of Registrant in Our Charter)

Delaware ----- (State or Other Jurisdiction of Incorporation or Organization)	3570 ----- (Primary Standard Industrial Classification Code Number)	87-0419571 ----- (I.R.S. Employer Identification No.)
6701 Democracy Blvd., Suite 300 Bethesda, MD 20817 (301) 315-9040 ----- (Address and telephone number of Principal Executive Offices and Principal Place of Business)		Jay O. Wright 6701 Democracy Blvd., Suite 300 Bethesda, MD 20817 (301) 315-9040 ----- (Name, address and telephone number of agent for service)

Copies to:
Ernest M. Stern
Schiff Hardin LLP
1101 Connecticut Avenue, N.W., Suite 600
Washington, D.C. 20036
(202) 778-6400
Telecopier No.: (202) 778-6460

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this registration statement becomes
effective.

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 check the following box. [X]

If this Form is filed to register additional securities for an
offering pursuant to Rule 462(b) under the Securities Act, please

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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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

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

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to Form SB-2/A is to correct and restate the information provided regarding the selling stockholders in accordance with Item 507 of Regulation S-B in the Company's Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on May 14, 2004.

SELLING STOCKHOLDERS

The following table presents information regarding the selling stockholders. Pursuant to the Standby Equity Distribution Agreement, Cornell Capital has agreed to purchase up to \$100 million of our common stock. In addition, in connection with the execution of the Standby Equity Distribution, we issued Cornell Capital 7,990,000 shares of common stock. None of the selling stockholders are broker-dealers or affiliates of broker-dealers and none of the selling stockholders have held a position or office, or had any other material relationship, with us, except as follows:

- * Cornell Capital is the investor under the Standby Equity Distribution Agreement. All investment decisions of Cornell Capital Partners are made by its general partner, Yorkville Advisors, LLC. Mark Angelo, the managing member of Yorkville Advisors, LLC, makes the investment decisions on behalf of Yorkville Advisors.
- * Jay O. Wright, our Chief Executive Officer, intends to sell up to 15,182,500 shares underlying warrants held by him, subject to compliance with the volume limitations of Rule 144 and a lock-up agreement which prohibits the sale of any stock prior to November 15, 2004, and limits his sale of shares thereafter to no more than 1 million shares per quarter.
- * Kurt Gordon, our Chief Financial Officer, intends to sell up to 6,500,000 shares underlying warrants held by him, subject to compliance with the volume limitations of Rule 144 and a lock-up agreement which prohibits the sale of any stock prior to November 15, 2004, and limits his sale of shares thereafter to no more than 1 million shares per quarter.
- * Paul Silverman, who intends to sell up to 500,000 shares underlying warrants held by him, is Chairman of our Advisory Board.
- * Arne Dunhem, who intends to sell up to 2,000,000 shares

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underlying warrants held by him, is a former CEO of Mobilepro.

- * Daniel Lozinsky, who intends to sell up to 18,037,037 shares, which shares include underlying warrants held by him, subject to compliance with the volume limitations of Rule 144 and a lock-up agreement which prohibits the sale of any stock prior to October 1, 2004.
- * Newbridge Securities Corporation, which intends to sell 5,000 shares acquired pursuant to a Placement Agent Agreement.

The table follows:

SELLING STOCKHOLDER -----	SHARES BENEFICIALLY OWNED BEFORE OFFERING -----	PERCENTAGE OF OUTSTANDING SHARES BENEFICIALLY OWNED BEFORE OFFERING -----	SHARES TO BE ACQUIRED UNDER THE STANDBY EQUITY DISTRIBUTION AGREEMENT -----	SH SO
Cornell Capital Partners, L.P.	7,990,000	3.3% (1)	250,000,000	252
Jay O. Wright	8,582,500	3.6%	0	15
Kurt Gordon	3,062,500	1.3%	0	6
Paul Silverman	1,500,000	*	0	
Arne Dunhem	9,651,911	4.1%	0	2
Daniel Lozinsky	23,083,122	9.7%	0	18
Newbridge Securities Corporation	10,000	*	0	

* Less than 1%.

- (1) Percentage of outstanding shares is based on 232,914,196 shares of common stock outstanding as of May 12, 2004, together with shares deemed beneficially owned by each such shareholder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that may be obtained within 60 days of May 12, 2004 are deemed to be beneficially owned by the person holding such securities that are convertible or exchangeable into shares of common stock for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Mobilepro cannot predict the actual number of shares of common stock that will be issued pursuant to the Standby Equity Distribution Agreement because the purchase price of the shares under the Standby Equity Distribution Agreement is based upon future bid prices for Mobilepro's shares at the time it requests an advance of funds from Cornell Capital and because Mobilepro has not determined the total amount of advances under the Standby

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Equity Distribution Agreement that it intends to request. Therefore, the number of shares of common stock registered under this registration statement in connection with the Standby Equity Distribution Agreement and upon conversion of the debentures is based on Mobilepro's good-faith estimate of the maximum number of shares that Mobilepro will issue with respect thereto based upon current market prices of the company's common stock. The shares of common stock being registered under this registration statement do not include outstanding shares owned by Cornell Capital and previously registered by Mobilepro.

- (3) Assumes Cornell Capital sells all shares purchased by it pursuant to the Standby Equity Distribution Agreement and 2,995,000 of the 7,990,000 shares of Common Stock which we issued to Cornell upon execution of the Standby Equity Distribution Agreement but retains all other of our shares currently held by it.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 1 to Registration Statement on Form SB-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Bethesda, Maryland.

MOBILEPRO CORP.

By /s/ Jay O. Wright

 Name: Jay O. Wright
 Title: President and Chief
 Executive Officer,

Date: May 18, 2004

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 dates stated.

SIGNATURE	TITLE	DATE
/s/ Jay O. Wright ----- Jay O. Wright	President and Chief Executive Officer Principal Executive Officer	May 18, 2004
/s/ Daniel Lozinsky* ----- Daniel Lozinsky	Director	May 18, 2004
/s/ Kurt Gordon* ----- Kurt Gordon	Chief Financial Officer, Principal Financial and Principal Accounting Officer	May 18, 2004

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*By: /s/ Jay O. Wright

Jay O. Wright
Attorney-in-fact