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AMANDA CO INC
Form SB-2/A
June 28, 2002

As filed with the Securities and Exchange Commission on June 25, 2002
Registration. No. 333-86038

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SB-2
AMENDMENT NO. 2

Registration Statement
Under
The Securities Act of 1933

THE AMANDA COMPANY
(FORMERLY PEN INTERCONNECT, INC.)
(Exact name of registrant as specified in its charter)

| | | |
|----------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------|
| Utah | 3357 | 87-0430260 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. employer identification number) |
| 13765 Alton Parkway, Suite F, Irvine California | | 92618 |
| ----- | ----- | ----- |
| (Address of principal executive offices) | | (Zip Code) |

(949) 859-6279
Registrant's Telephone number, including area code:

Brian Bonar
Chief Executive Officer
13765 Alton Parkway, Suite F
Irvine, California 92618
(949) 859-6279
(Name, address and telephone number of agent for service)

Copies to:
Owen Naccarato, Esq.
Naccarato & Associates
19600 Fairchild, Suite 260
Irvine, California 92612
(949) 851-9261

Approximate date of proposed sale to the public:
As soon as practicable after the 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

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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, check the following box and list the Securities Act registration statement number of 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. []

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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, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Number to be registered | Proposed maximum offering price Per share (1) | Proposed maximum aggregate offering price (1) | Exercise price per share (1) | Proceeds to the Company |
|------------------------------------------------------------------------|-------------------------|-----------------------------------------------|-----------------------------------------------|------------------------------|-------------------------|
| Common Shares, par value .01 underlying secured convertible debentures | 163,158,334 (2) | \$ 0.02 | \$ 3,263,167 | | |
| Shares Underlying Warrants | 1,780,053 (3) | | | \$ 0.02 | \$ 35,601 |
| Total Registration Fee | | | | | |