

Edgar Filing: ONE VOICE TECHNOLOGIES INC - Form SB-2MEF

ONE VOICE TECHNOLOGIES INC

Form SB-2MEF

November 04, 2003

As filed with the Securities and Exchange Commission on November 4, 2003  
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549  
FORM SB-2  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ONE VOICE TECHNOLOGIES, INC.  
(Name of small business issuer in its charter)

NEVADA  
-----  
(State or other Jurisdiction of  
Incorporation or Organization)

95-4714338  
-----  
(I.R.S. Employer  
Identification No.)

7372  
(Primary Standard Industrial  
Classification Code Number)

6333 GREENWICH DRIVE, SUITE 240  
SAN DIEGO, CALIFORNIA 92122  
(858) 552-4466  
(Address and telephone number of principal executive offices and  
principal place of business)

DEAN WEBER, PRESIDENT  
ONE VOICE TECHNOLOGIES, INC.  
6333 GREENWICH DRIVE, SUITE 240  
SAN DIEGO, CALIFORNIA 92122  
(858) 552-4466  
(Name, address and telephone number of agent for service)

Copies to:  
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APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:  
From time to time after this Registration Statement becomes effective.

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. ☒ 333-109839

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	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SECURITY (1)	PROPOSED MAXIMUM AGGREGATE PRICE
Shares of common stock, \$.001 par value (2)	7,846,154	\$ 0.05	\$ 392,308
Total	7,846,154		\$ 392,308

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(g) under the Securities Act of 1933, using the average of the high and low price as reported on the Over-the-Counter Bulletin Board on November 3, 2003.

(2) Represents shares underlying convertible debentures.

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.

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### 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. 333-109839) filed by One Voice Technologies, Inc. with the Securities and Exchange Commission (the "Commission") on November 4, 2003, including the exhibits thereto, which was declared effective by the Commission on November 3, 2003, is incorporated herein by reference.

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## SELLING STOCKHOLDERS

The table below sets forth information concerning the resale of the shares of common stock by the selling stockholders. We will not receive any proceeds from the resale of the common stock by the selling stockholders. We will receive proceeds from the exercise of the warrants. Assuming all the shares registered below are sold by the selling stockholders, none of the selling stockholders will continue to own any shares of our common stock.

The following table also sets forth the name of each person who is offering the resale of shares of common stock by this prospectus, the number of shares of common stock beneficially owned by each person, the number of shares of common stock that may be sold in this offering and the number of shares of common stock each person will own after the offering, assuming they sell all of the shares offered.

Name	Total Shares of Common Stock Issuable Upon Conversion of Notes and/or Warrants*	Total Percentage of Common Stock, Assuming Full Conversion	Shares of Common Stock Included in Prospectus (1)	Beneficial Ownership Before the Offering*	Percentage of Common Stock Owned Before Offering
Alpha Capital Atiengesellschaft (2)	15,894,066	15.89%	Up to 26,970,989 shares of common stock	11,098,767	9.99%
Bristol Investment Fund Ltd. (3)	12,425,998	12.11%	Up to 20,733,691 shares of common stock	11,098,767	9.99%
Ellis International Ltd. (4)	6,315,084	6.32%	Up to 10,468,930 shares of common stock	6,315,084	6.32%
Greenwich Growth Fund Limited (5)	849,275	**	Up to 849,275 shares of common stock	849,275	**
Stonestreet Limited Partnership (6)	300,000	**	Up to 300,000 shares of common stock	300,000	**
01144 Limited (7)	29,167	**	Up to 29,167 shares of common stock	29,167	**

\* Based on a conversion price of \$.039 per share at October 17, 2003.

\*\* Less than one percent.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the selling stockholder has sole or shared voting power or investment power and also any shares, which the selling stockholder has the right to acquire within 60 days. The actual number of shares of common stock issuable upon the conversion of the convertible preferred stock is subject to adjustment depending on, among other factors, the future market price of the common stock, and could be materially less or more than the number estimated in the table.

(1) Includes 200% of the shares issuable upon conversion of the convertible notes, based on current market prices. Because the number of shares of common stock issuable upon conversion of the convertible note is dependent in part upon the market price of the common stock prior to a conversion, the actual number of shares of common stock that will be issued upon conversion will fluctuate daily and cannot be determined at this time. However the selling stockholder has contractually agreed to restrict its ability to convert or exercise its warrants and receive shares of our common stock such that the number of shares of common stock held by it and its affiliates after such conversion or exercise does not exceed 9.99% of the then issued and outstanding shares of common stock.

(2) Includes shares of common stock underlying convertible debentures and 4,817,143 shares underlying warrants that are currently exercisable at an exercise price of \$0.0474 per share. In accordance with rule 13d-3 under the securities exchange act of 1934, Konrad Ackerman may be deemed a control person of the shares owned by such entity.

(3) Includes shares of common stock underlying convertible debentures and 4,118,306 shares underlying warrants that are currently exercisable at an exercise price of \$0.0474 per share. Bristol Investment Fund, Ltd. is a private investment fund that is owned by its investors and managed by Bristol DLP, LLC. The managing members of Bristol DLP, LLC are Mr. Paul Kessler and Ms. Diana Derycz Kessler, who have voting and investment control over the shares owned by Bristol Investment Fund, Ltd.

(4) Includes shares of common stock underlying convertible debentures and 2,161,238 shares underlying warrants that are currently exercisable at an exercise price of \$0.0474 per share. Dr. Julian Ungar , an unaffiliated third party, has investment power over the shares owned by such entity.

(5) Includes 790,941 shares of common stock and 58,334 shares underlying warrants that are currently exercisable at an exercise price of \$0.0474 per share. Greenwich Growth Fund Limited is a private investment fund that is owned by its investors and managed by Meridian Fund Management. The directors of Meridian Fund Management are Arthur Jones, Jonathan Walk and Jennifer Kelly.

(6) Includes 300,000 shares underlying warrants that are currently exercisable at an exercise price of \$0.0474 per share. Michael Finkelstein, an unaffiliated third party, has investment power over the shares owned by such entity.

(7) Includes 29,167 shares underlying warrants that are currently exercisable at an exercise price of \$0.0474 per share. 01144 Limited is a private investment fund that is majority-owned by Ian McKinnon.

(8) Assumes that all securities registered will be sold.

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 of filing on Form SB-2 and authorizes this registration statement to be signed on its behalf by the undersigned, in the City of San Diego, State of California, on November 4, 2003.

ONE VOICE TECHNOLOGIES, INC.

BY: /S/ DEAN WEBER

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DEAN WEBER, PRESIDENT

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Dean Weber ----- Dean Weber	Chief Executive Officer, Director and Acting CFO	November 4, 2003
/s/ Rahoul Sharan ----- Rahoul Sharan	Director	November 4, 2003
/s/ Bradley J. Ammon ----- Bradley J. Ammon	Director	November 4, 2003