

MDwerks, Inc.  
Form POS AM  
April 25, 2007  
Table of Contents

As filed with the Securities and Exchange Commission on April 25, 2007

Registration Statement No. 333-132296

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\_\_\_\_\_  
POST-EFFECTIVE AMENDMENT NO. 3  
TO  
FORM SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

\_\_\_\_\_  
MDWERKS, INC.

(Name of small business issuer in its charter)

Delaware  
(State or jurisdiction of  
incorporation or organization)

7389  
(Primary Standard Industrial  
Classification Number)

33-1095411  
(I.R.S. Employer  
Identification No.)

Windolph Center, Suite I,  
1020 N.W. 6th Street,  
Deerfield Beach, FL 33442  
(954) 389-8300

(Address and telephone number of principal executive offices)

\_\_\_\_\_  
Howard B. Katz  
Chief Executive Officer  
MDwerks, Inc.  
Windolph Center, Suite I,  
1020 N.W. 6th Street,  
Deerfield Beach, FL 33442  
(954) 389-8300

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

Copies to:

Stephen P. Katz, Esq.  
Peckar & Abramson, P.C.  
70 Grand Avenue  
River Edge, NJ 07661  
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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 on continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering 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 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 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, check the following box.

#### EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to Form SB-2 is being filed in order to update the prospectus included in this Registration Statement as required by Section 10(a)(3) of the Securities Act of 1933.

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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#### Table of Contents

#### PROSPECTUS

MDwerks, INC.

5,547,072 Shares of Common Stock

573,800 Warrants to Purchase Shares of Common Stock

566,667 Series A Warrants to Purchase Shares of Common Stock

This prospectus relates to the sale by certain Selling Securityholders identified in this prospectus of up to an aggregate of 5,547,072 shares of common stock, par value \$0.001 per share, which includes (i) 1,417,716 shares of common stock, (ii) 573,800 shares of common stock issuable upon the exercise of warrants with an exercise price of \$2.50 per share, (iii) 566,667 shares of common stock issuable upon the exercise of Series A Warrants, with an exercise price of \$3.00 per share, (iv) 100,000 shares of common stock issuable upon the conversion of Series A Convertible Preferred Stock, (v) 111,111 shares of the common stock issuable upon the exercise of a Class C Warrant with an exercise price of \$2.25 per share, and (vi) 2,777,778 shares of common stock which may be issuable upon conversion of our senior secured convertible notes. All of such shares of common stock are being offered for resale by Selling Securityholders. This prospectus also relates to the sale by certain Selling Securityholders of warrants to purchase an aggregate of 573,800 shares of common stock with an exercise price of \$2.50 per share and Series A Warrants to purchase an aggregate of 566,667 shares of common stock with an exercise price of \$3.00 per share.

We will not receive any of the proceeds from the sale of the shares of common stock or warrants that are subject to this prospectus by the Selling Securityholders. However, we will receive proceeds from the exercise of warrants if they are exercised by the Selling Securityholders. See "Use of Proceeds."

We will bear all costs relating to the registration of the common stock and the warrants that are subject to this prospectus, other than any selling stockholder's legal or accounting costs or commissions.

Our common stock is quoted on the regulated quotation service of the OTC Bulletin Board under the symbol "MDWK.OB." The last sales price of our common stock on March 21, 2007 as reported by the OTC Bulletin Board was \$0.57 per share.

The information in this prospectus is not complete and may be changed. These securities may not be sold (except pursuant to a transaction exempt from the registration requirements of the Securities Act) until the Registration Statement filed with the Securities and Exchange Commission ("SEC") is declared effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**INVESTING IN OUR COMMON STOCK OR WARRANTS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD READ THIS ENTIRE PROSPECTUS CAREFULLY, INCLUDING THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 7 WHICH DESCRIBES MATERIAL RISK FACTORS YOU SHOULD CONSIDER BEFORE INVESTING.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this prospectus is April 25, 2007

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TABLE OF CONTENTS

	PAGE
<u>PROSPECTUS SUMMARY</u>	<u>1</u>
<u>SUMMARY RISK FACTORS</u>	<u>6</u>
<u>RISK FACTORS</u>	<u>7</u>
<u>CAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS AND</u>	
<u>INDUSTRY DATA</u>	<u>20</u>
<u>USE OF PROCEEDS</u>	<u>21</u>
<u>MARKET FOR OUR COMMON STOCK AND RELATED STOCKHOLDER MATTERS</u>	<u>21</u>
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATIONS</u>	<u>22</u>
<u>BUSINESS</u>	<u>27</u>
<u>Market for Our Solutions and Services</u>	<u>28</u>
<u>Industry Analysis</u>	<u>31</u>
<u>Market Needs</u>	<u>32</u>
<u>Market Strategy</u>	<u>33</u>
<u>Media Marketing</u>	<u>33</u>
<u>Non-Media Marketing</u>	<u>34</u>
<u>Sales Methods</u>	<u>34</u>
<u>Revenue Generation</u>	<u>34</u>
<u>Competition</u>	<u>35</u>
<u>History of the Company and Certain Transactions</u>	<u>38</u>
<u>Corporate Information Regarding the Company and its Subsidiaries</u>	<u>42</u>
<u>Employees</u>	<u>42</u>
<u>Intellectual Property</u>	<u>42</u>
<u>Properties</u>	<u>42</u>
<u>Government Regulation</u>	<u>42</u>
<u>Legal Proceedings</u>	<u>42</u>
<u>Directors and Executive Officers</u>	<u>43</u>
<u>Board of Director Composition and Committees</u>	<u>45</u>
<u>Director Compensation</u>	<u>45</u>
<u>Audit Committee Financial Expert</u>	<u>46</u>
<u>Executive Officer Employment Agreements</u>	<u>46</u>
<u>Indemnification of Directors and Officers</u>	<u>47</u>
<u>Code of Ethics</u>	<u>48</u>
<u>Incentive Compensation Plan</u>	<u>48</u>
<u>Executive Compensation</u>	<u>51</u>
<u>Security Ownership of Certain Beneficial Owners and Management</u>	<u>54</u>
<u>Certain Relationships and Related Transactions</u>	<u>54</u>
<u>SELLING SECURITYHOLDERS</u>	<u>55</u>
<u>DESCRIPTION OF SECURITIES</u>	<u>58</u>
<u>Capital Stock</u>	<u>58</u>
<u>Series A Convertible Preferred Stock</u>	<u>58</u>
<u>Common Stock</u>	<u>59</u>
<u>Warrants</u>	<u>59</u>
<u>Series A Warrants</u>	<u>59</u>
<u>Class C Warrant</u>	<u>60</u>
<u>Senior Notes</u>	<u>60</u>
<u>Series D Warrants</u>	<u>60</u>
<u>Series E Warrants</u>	<u>61</u>
<u>Trading Information</u>	<u>61</u>
<u>Transfer Agent</u>	<u>61</u>
<u>Anti-Takeover Effect of Delaware Law, Certain By-Law Provisions</u>	<u>61</u>

	PAGE
<u>PLAN OF DISTRIBUTION</u>	<u>61</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>62</u>
<u>LEGAL MATTERS</u>	<u>63</u>
<u>EXPERTS</u>	<u>63</u>
<u>DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES</u>	<u>64</u>

You should rely only on the information contained in this prospectus and in any prospectus supplement we may file after the date of this prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The Selling Securityholders will not make an offer to sell these securities in any jurisdiction where an offer or sale is not permitted. You should assume that the information appearing in this prospectus or any supplement is accurate as of the date on the front cover of this prospectus or any supplement only, regardless of the time of delivery of this prospectus or any supplement or of any sale of common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

## Table of Contents

### PROSPECTUS SUMMARY

The following summary highlights aspects of the offering. This prospectus does not contain all of the information that may be important to you. You should read this entire prospectus carefully, including the “Risk Factors” section and the financial statements, related notes and the other more detailed information appearing elsewhere in this prospectus before making an investment decision. Unless otherwise indicated, all references to “we”, “us”, “our”, the “Company” and similar terms, as well as references to the “Registrant” in this prospectus, refer to MDwerks, Inc. (including its subsidiaries) and not to the Selling Securityholders.

#### Overview

On November 16, 2005, we completed a reverse merger transaction, in which our wholly-owned subsidiary, MDwerks Acquisition Corp., was merged with and into MDwerks Global Holdings, Inc., a Florida corporation. MDwerks Global Holdings, Inc. is engaged in the business of electronic insurance claims processing, billing and coding, and advance funding for healthcare providers based upon receivables owed from third party payors such as insurance companies. The reverse merger was consummated pursuant to an Agreement of Merger and Plan of Reorganization, dated October 12, 2005. As a result of the merger, MDwerks Global Holdings, Inc. became our wholly-owned subsidiary, with MDwerks Global Holdings Inc.’s former security holders acquiring a majority of our outstanding shares of common stock. In connection with the closing of the merger, we changed our corporate name from “Western

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Exploration, Inc.” to “MDwerks, Inc.” and succeeded to the business of MDwerks Global Holdings, Inc. as our sole line of business under the direction of MDwerks Global Holdings, Inc.’s management.

We offer a comprehensive selection of electronic medical claims processing, funding and collection solutions to the healthcare provider industry. Our services, which are easily accessible through an Internet web browser, help doctors, hospital based practices, and other healthcare providers and their vendors significantly improve daily insurance claims transaction administration and management as follows:

- Increase office efficiencies/lower costs;