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ACCESS INTEGRATED TECHNOLOGIES INC  
Form 8-A12G  
April 12, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ACCESS INTEGRATED TECHNOLOGIES, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE

22-3720962

(State of Incorporation or Organization)

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

55 MADISON AVENUE, SUITE 300  
MORRISTOWN, NEW JERSEY

07960

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates:  
333-107711

Securities to be registered pursuant to Section 12(b) of the Act: NONE

Title of Each Class  
TO BE SO REGISTERED

Name of Each Exchange on Which  
EACH CLASS IS TO BE REGISTERED

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NOT APPLICABLE

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NOT APPLICABLE

Securities to be registered pursuant to Section 12(g) of the Act:

CLASS A COMMON STOCK, PAR VALUE \$0.001  
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

This registration statement relates to the Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), of Access Integrated Technologies, Inc., a Delaware corporation (the "Company"). The information required in response to this Item with respect to the Class A Common Stock is set forth under the caption "Description of securities" (excluding the subsection captioned "Warrants") in the Company's Registration Statement on Form SB-2, Registration No. 333-107711, filed with the Securities and Exchange Commission (the "Commission") on August 6, 2003, as amended (the "Registration Statement"), and as subsequently amended and included in the prospectus dated August 11, 2005, pursuant to Rule 424(b) under the Securities Act of 1933, as amended. Such information is hereby incorporated herein by reference in its entirety. The Company's authorized capital stock consists of the following: (i) eighty million (80,000,000) shares of common stock, of which forty million (40,000,000) shares shall be Class A Common Stock, par value \$0.001 per share and fifteen million (15,000,000) shares shall be Class B Common Stock, par value \$0.001 per share and (ii) fifteen million (15,000,000) shares of preferred stock, par value \$0.001 per share. The information set forth under the caption "Description of securities" in the Registration Statement have been filed with the Commission as part of the Registration Statement and are incorporated by reference.

ITEM 2. EXHIBITS.

1. Fourth Amended and Restated Certificate of Incorporation of the Registrant. (1)
2. Bylaws of the Registrant, incorporated by reference to Exhibit 3.2 of the SB-2 Registration Statement. (2)
3. Specimen certificates representing Class A Common Stock of the Registrant, incorporated by reference to Exhibit 4.2 of the SB-2 Registration Statement. (3)

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(1) Previously filed with the Securities and Exchange Commission on February 17, 2004 as an exhibit to the Company's Form 10-QSB for the quarter ended December 31, 2003 (File No. 001-31810).

(2) Previously filed with the Securities and Exchange Commission on August 6, 2003 as an exhibit to the Company's Registration Statement on Form SB-2 (File No. 333-107711).

(3) Previously filed with the Securities and Exchange Commission on November 4, 2003 as an exhibit to the Company's Amendment No. 3 to the Registration Statement on Form SB-2 (File No. 333-107711).

SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ACCESS INTEGRATED TECHNOLOGIES, INC.

Dated: April 12, 2006

By: /s/ Brian D. Pflug

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Brian D. Pflug

Senior Vice President, Accounting and Finance