

ACCESS INTEGRATED TECHNOLOGIES INC  
Form POS AM  
November 26, 2008

As filed with the Securities and Exchange Commission on November 26, 2008

Registration No. 333-117115

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 3  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ACCESS INTEGRATED TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation or  
organization)

22-3720962  
(I.R.S. Employer  
Identification No.)

55 Madison Avenue, Suite 300  
Morristown, NJ 07960  
(973) 290-0080

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

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A. DALE MAYO  
Chief Executive Officer and President  
Access Integrated Technologies, Inc.  
55 Madison Avenue, Suite 300  
Morristown, NJ 07960  
(973) 290-0080

(Name, address, including zip code and telephone number,  
including area code, of agent for service)

With a copy to:

JONATHAN K. COOPERMAN, ESQ.  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, New York 10178  
(212) 808-7800

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Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated  
filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting  
company

DEREGISTRATION OF SECURITIES

Access Integrated Technologies, Inc. (the “Registrant”) is filing this post-effective amendment to deregister securities registered for resale on Registration Statement on Form S-3, No. 333-117115 (the “Registration Statement”). The Registration Statement registered the resale of 1,521,875 shares of Class A common stock, par value \$0.001 per share, of the Registrant (the “Class A Common Stock”) by selling stockholders. All securities which remain unsold under the Registration Statement are hereby deregistered. As a result of this deregistration, no securities remain registered for resale pursuant to this Registration Statement. The resale of these securities is being deregistered because the registration rights related to such securities have expired and the Registrant is no longer required to keep such registration effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and authorized this amendment to the registration statement to be signed on its behalf by the undersigned, in the City of Morristown, State of New Jersey, on the [ ] day of November, 2008.

ACCESS INTEGRATED TECHNOLOGIES,  
INC.

By: /s/ Gary S. Loffredo  
Gary S. Loffredo  
Senior Vice President – Business Affairs, General  
Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signatures                               | Title                                                                                                                     | Date              |
|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------|
| *<br>A. Dale Mayo                        | President, Chief Executive Officer<br>and Chairman of the<br>Board of Directors (Principal<br>Executive Officer)          | November 26, 2008 |
| *<br>Kevin J. Farrell                    | Senior Vice President – Facilities and<br>Director                                                                        | November 26, 2008 |
| /s/ Gary S. Loffredo<br>Gary S. Loffredo | Senior Vice President – Business<br>Affairs,<br>General Counsel, Secretary and<br>Director                                | November 26, 2008 |
| *<br>Brian D. Pflug                      | Senior Vice President – Accounting<br>and Finance<br>(Principal Financial Officer and<br>Principal<br>Accounting Officer) | November 26, 2008 |

\*  
Robert Davidoff

Director

November 26, 2008

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Wayne L. Clevenger

Director

November 26, 2008

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| Signatures             | Title    | Date              |
|------------------------|----------|-------------------|
| *<br>Matthew W. Finlay | Director | November 26, 2008 |
| *<br>Gerald C. Crotty  | Director | November 26, 2008 |
| Robert E. Mulholland   | Director |                   |

\* By /s/ Gary S. Loffredo  
Gary S. Loffredo, as  
Attorney-in-Fact