

AMERICAN ACCESS TECHNOLOGIES INC
Form S-8
September 22, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

AMERICAN ACCESS TECHNOLOGIES, INC.

(Exact name of issuer as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

59-3410234
(IRS Employer
Identification No.)

6670 Spring Lake Road

Keystone Heights, FL 32656

(Address of principal executive offices)

STOCK PURCHASE WARRANTS, STOCK OPTIONS, AND CONSULTANT AND EMPLOYMENT AGREEMENTS

(Full title of the Plan)

John Presley, President

American Access Technologies, Inc.

6670 Spring Lake Road

Keystone Heights, FL 32656

(352) 473-6673

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

Approximate date of commencement of sales pursuant to the Plan: As soon as possible after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share (a)	Proposed maximum aggregate offering price	Amount of registration fee
Employee Stock Option Plan	520,000	\$0.78	\$ 405,600	
Director Stock Option Plan	300,000	\$0.78	\$ 234,000	
Employment Agreements	650,000	\$1.00	\$ 650,000	
Sales agents/ Other consulting Agreements	60,000	\$0.78	\$ 46,800	
Advisory Agreements	20,000	\$1.00	\$ 20,000	
Advisory Agreements	20,000	\$1.75	\$ 35,000	
Consulting Agreements	30,000	\$2.25	\$ 67,500	
Employee Stock Option Plan	45,000	\$0.83	\$ 37,350	
Total	1,645,000	N/A	\$1,496,250	\$121.05 (a)

(a) This registration covers shares issuable upon exercise of options granted and available for grant pursuant to Company's Stock Option Plans for Employees and Directors, upon exercise of warrants granted to outside consultants pursuant to the terms of a written agreement, upon exercise of warrants granted to Advisory Board members pursuant to the terms of their written agreements and upon exercise of warrants granted to employees pursuant to the terms of their employment agreements. Offering price of issued options and warrants is stated at the exercise price. Offering price of available for grant options is stated at the average of the reported closing bid and asked price on the NASDAQ Stock Market on September 17, 2003.

Pursuant to Rule 416, this Registration Statement also covers such indeterminable number of additional shares as may become issuable pursuant to terms designed to prevent dilution resulting from stock splits, stock dividends or similar events.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents are incorporated by reference in the registration statement:

(a) The registrant's latest annual report on Form 10-KSB, or, if the financial statements therein are more current, the registrant's latest prospectus, other than the prospectus of which this document is a part, filed pursuant to Rule 424(b) or (c) of the Securities Exchange Commission under the Securities Act of 1933.

(b) All other reports filed by the registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the annual report or the prospectus referred to in (a) above.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Reference is hereby made to the provisions of the Florida Business Corporation Act which provides for indemnification of directors and officers under certain circumstances.

The Registrant's Articles of Incorporation and Bylaws provide that the Company shall, to the fullest extent permitted by the laws of the State of Florida, indemnify any director, officer, employee and agent of the corporation against expenses incurred by such person by reason of the fact that he serves or has served the corporation in such capacity.

Indemnification under the Company's Articles Bylaws is nonexclusive of any other right such persons may have under statute, agreement, bylaw or action of the Board of Directors or shareholders of the corporation.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to the registration statement are listed in the Exhibit Index elsewhere herein.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ JOHN E. PRESLEY _____ John Presley	President and Director (Principal Executive Officer)	September 18, 2003
/s/ JOSEPH F. MCGUIRE _____ Joseph McGuire	Treasurer and Director (Principal Accounting Officer)	September 18, 2003
/s/ LAMAR NASH _____ Lamar Nash	Director	September 18, 2003
/s/ ERIK WIISANEN _____ Erik Wiisanen	Director	September 18, 2003
/s/ JERRY J. BOYD _____ Jerry J. Boyd	Director	September 18, 2003

EXHIBIT INDEX

<u>No.</u>	<u>Description</u>
5	Opinion and Consent of Joel Bernstein
24.2	Consent of Independent Accountant