

URBAN TELEVISION NETWORK CORP  
 Form S-8 POS  
 September 08, 2004

Registration No. 333-106308

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 -----

POST-EFFECTIVE AMENDMENT NO. 1 TO  
 FORM S-8  
 REGISTRATION STATEMENT  
 Under  
 THE SECURITIES ACT OF 1933  
 -----

URBAN TELEVISION NETWORK CORPORATION  
 (Exact name of registrant as specified in its charter)

Nevada  
 (State of other jurisdiction of  
 incorporation or organization)

22-2800078  
 (I.R.S. Employer  
 Identification No.)

2707 S. Cooper St., Ste 119  
 Arlington, TX 76015  
 (817) 303-7449 (Address,  
 including zip code, and telephone number,  
 including area code, of registrant's principal executive offices)  
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URBAN TELEVISION NETWORK CORPORATION  
 2003 Non-Qualified Stock Grant and Option Plan  
 (Full title of the Plan)  
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Randy Moseley  
 Executive Vice President and Chief Financial Officer  
 2707 S. Cooper St., Ste 119  
 Arlington, TX 76015  
 (817) 303-7449  
 (Address, including zip code, and telephone number,  
 including area code, of agent for service)  
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CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of Registration fee
Common Stock, par value \$.0001	4,800,000 shares	\$.0.20	\$960,000.00	\$121.64

(1) Represents the maximum number of shares which may be distributed pursuant to this Registration Statement.

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(2) Estimated solely for purposes of calculating the registration fee based on the closing price of the Registrant's common stock as reported on the OTC Bulletin Board on August 31, 2004, or \$.20 per share.

PURPOSE OF REGISTRATION STATEMENT

This Registration Statement is being filed in accordance with General Instruction E. of Form S-8. Under Registrant's Registration Statement on Form S-8 (No. 333-106308), 2,000,000 shares of Common Stock, par value \$.0001 per share ("Common Stock"), of Urban Television Network Corporation (the "Registrant") were registered for issuance under the Urban Television Network Corporation 2003 Non-Qualified Stock Grant and Option Plan (the "Plan"). In August 2004, the Board of Directors of Registrant approved an amendment of the Plan to increase the maximum number of shares of Common Stock that may be issued pursuant to the Plan from 2,000,000 to 6,800,000. This Registration Statement covers the additional 4,800,000 shares of Common Stock that may be issued under the Plan in accordance with the three amendments to the Plan described above.

SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirement for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas on August 31, 2004.

URBAN TELEVISION NETWORK CORPORATION

By \S\ Lonnie G. Wright

-----  
Lonnie G. Wright,  
Chief Executive  
Officer and President

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

Name ----	Title -----	Date ----
/S/ Lonnie G. Wright ----- Lonnie G. Wright	Director; Chief Executive Officer and President; (Principal Executive Officer)	August 31, 2004
/S/ Randy Moseley ----- Randy Moseley	Director; Chief Financial Officer and Executive Vice President; (Principal Financial Officer and Principal Accounting Officer)	August 31, 2004

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/S/ Edward Maddox ----- Edward Maddox	Director	August 31, 2004
/S/ Clayton Wilkinson ----- Clayton Wilkinson	Director	August 31, 2004
/S/ Carl Olivieri ----- Carl Olivieri	Director	August 31, 2004
/S/ Jacob R. Miles III ----- Jacob R. Miles III	Director	August 31, 2004
/S/ Marc Pace ----- Marc Pace	Director	August 31, 2004
/S/ Stanley Woods ----- Stanley Woods	Director	August 31, 2004

EXHIBITS INDEX

Exhibit Number -----	Description -----
4.1	Urban Television Network Corporation 2003 Non-Qualified Stock Grant and Option Plan (incorporated herein by reference to Registrant's Registration Statement on Form S-8 (Commission File No. 333-106308), Exhibit 10.0).
4.2	Director Consent Approving Amendment to Urban Television Network Corporation 2003 Non-Qualified Stock Grant and Option Plan.
5.1	Opinion of Frederick F. Hoelke
23.1	Consent of Comiskey & Company, P.C.
23.2	Consent of Frederick F. Hoelke (included in Exhibit 5.1 to this Registration Statement).