

VITAL IMAGES INC

Form S-3/A

October 24, 2006

As filed with the Securities and Exchange Commission on October 24, 2006

Registration No. 333-137237

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VITAL IMAGES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of
Incorporation or Organization)

42-1321776

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

5850 Opus Parkway, Suite 300

Minnetonka, Minnesota 55343

Telephone: (952) 487-9500

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Michael H. Carrel

Chief Operating Officer and Chief Financial Officer

5850 Opus Parkway, Suite 300

Minnetonka, Minnesota 55343

Telephone: (952) 487-9500

Facsimile: (952) 487-9510

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

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Copies of communications to:
Michele D. Vaillancourt
Karen V. Wansack
Winthrop & Weinstine, P.A.
225 South Sixth Street, Suite 3500
Minneapolis, Minnesota 55402
Telephone: (612) 604-6400
Facsimile: (612) 604-6800

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

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.

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.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3, which was originally filed by the Registrant on September 11, 2006, is being filed solely to include current legal and independent registered public accounting firm consents.

SIGNATURES

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 requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota, on October 24, 2006.

VITAL IMAGES, INC.

/s/ MICHAEL H. CARREL
 Michael H. Carrel
Chief Operating Officer and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

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.

Signature	Title	Date
/s/ JAY D. MILLER* Jay D. Miller	President, Chief Executive Officer and Director (Principal Executive Officer)	October 24, 2006
/s/ MICHAEL H. CARREL Michael H. Carrel	Chief Operating Officer, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	October 24, 2006
/s/ DOUGLAS M. PIHL* Douglas M. Pihl	Director and Chairman of the Board	October 24, 2006
/s/ JAMES B. HICKEY, JR.* James B. Hickey, Jr.	Director	October 24, 2006
/s/ RICHARD W. PERKINS* Richard W. Perkins	Director	October 24, 2006
/s/ SVEN A. WEHRWEIN* Sven A. Wehrwein	Director	October 24, 2006
Michael W. Vannier, M.D.	Director	October 24, 2006
Gregory J. Peet	Director	October 24, 2006

* By: /s/ MICHAEL H. CARREL
 Michael H. Carrel, Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
5.1	Opinion of Winthrop & Weinstine, P.A.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Winthrop & Weinstine, P.A. (contained in the opinion filed as Exhibit 5.1).

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