

QUANTUM GROUP INC /FL

Form 8-A12B

December 06, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON December 6, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

**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

**The Quantum Group, Inc.**

-----  
(Exact Name of Registrant as Specified in Its Charter)

**Nevada**

-----  
(State of Incorporation or Organization)

**20-0774748**

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

**3420 Fairlane Farms Road, Suite C, Wellington, Florida 33414**

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(Address of Principal Executive Offices)(Zip Code)

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

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: 333-142990

Securities to be Registered Pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**

**Name of each exchange on which each class is to be registered**

Units, each consisting of three shares of Common Stock, two Class A Warrants and two Class B Warrants  
Common Stock, par value \$0.001 per share  
Class A Warrants  
Class B Warrants

American Stock Exchange  
American Stock Exchange  
American Stock Exchange  
American Stock Exchange

Securities to be Registered Pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

The description of securities required by this Item is contained in the Registration Statement of the Registrant on Form SB-2, File No. 333-142990, filed with the U.S. Securities and Exchange Commission on May 15, 2007, and subsequently amended on May 17, July 5, July 6, September 25, September 26, October 25, November 20 and December 6 2007 and as further amended from time to time thereafter (the Registration Statement ) and is incorporated herein by reference to such filing. See "Description of Securities."

**Item 2. Exhibits**

The following exhibits required to be filed by this item are either filed herewith or, pursuant to Rule 12b-32 of the Act, incorporated herein by reference to the exhibits filed by the registrant with the Registration Statement:

1.

Specimen copy of the Common Stock Certificate (Exhibit 4.6 to the Registration Statement).

2.

Specimen copy of the Unit Certificate (Exhibit 4.3 to the Registration Statement).

3.

Specimen copy of the Class A Warrant and Class B Warrant (Exhibit 4.4 and 4.5 to the Registration Statement, respectively).

4.

Form of Warrant Agreement (Exhibit 4.1 to the Registration Statement).

5.

Articles of Incorporation, as amended (Exhibit 3.1(i) to the Registration Statement).

6.

Bylaws, as amended (Exhibit 3.1(ii) to the Registration Statement).

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

Dated: December 6, 2007

**The Quantum Group, Inc.**

By: /s/ Noel J. Guillama  
Noel J. Guillama  
President and Chief Executive Officer

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**EXHIBIT INDEX**

| <b>No.</b> | <b>DESCRIPTION</b>  |
|------------|---|
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| 2.         | Specimen copy of the Unit Certificate (Exhibit 4.3 to the Registration Statement).  |
| 3.         | Specimen copy of the Class A Warrant and Class B Warrant (Exhibit 4.4 and 4.5 to the Registration Statement, respectively). |
| 4.         | Form of Warrant Agreement (Exhibit 4.1 to the Registration Statement).  |
| 5.         | Articles of Incorporation, as amended (Exhibit 3.1(i) to the Registration Statement).                                       |
| 6.         | Bylaws, as amended (Exhibit 3.1(ii) to the Registration Statement).   |