

ACCESS INTEGRATED TECHNOLOGIES INC
Form 8-A12B
September 24, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

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

Delaware (State of incorporation or organization)	22-3720962 (I.R.S. Employer Identification No.)
55 Madison Avenue, Suite 300, Morristown, NJ (Address of principal executive offices)	07960 (Zip Code)

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

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), check the following box.

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 -----
Class A Common Stock, \$.001 par value	American Stock Exchange

Securities Act registration statement file number to which this form relates:
333-107711

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

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This registration statement relates to the Class A Common Stock, par value \$.001 per share (the "Class A Common Stock"), of Access Integrated Technologies Inc., a Delaware corporation (the "Company"). The information required in response to this Item with respect to the Class A Common Stock is set forth under the caption "Description of securities" (excluding the subsection captioned "Warrants") in the Company's Registration Statement on Form SB-2, Registration No. 333-107711, filed with the Securities and Exchange Commission on August 6, 2003, as amended (the "Registration Statement"), and as subsequently amended and included in the prospectus to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended. Such information is hereby incorporated herein by reference in its entirety. The Company's authorized capital stock consists of 80,000,000 shares of common stock, par value \$.001 per share, of which 40,000,000 shares are designated as Class A Common Stock, 15,000,000 shares are designated as Class B Common Stock, 10,000,000 shares are designated as Class C Common Stock (the "Class C Common Stock"), and 15,000,000 shares are designated as Class D Common Stock (the "Class D Common Stock") and 5,000,000 shares of preferred stock, par value \$.001 per share, of which 3,500,000 shares are designated as Series A 8% Cumulative Convertible Preferred Stock (the "Series A Preferred Stock") and 5,000,000 shares are designated as Series B 8% Cumulative Convertible Preferred Stock (the "Series B Preferred Stock"). Upon and subject to the effectiveness of the Registration Statement, the designations for the Series A and Series B Preferred Stock and the Class C and Class D Common Stock will be eliminated in their entirety. Copies of the information set forth under the caption "Description of securities" in the Registration Statement have been furnished to the American Stock Exchange.

ITEM 2. EXHIBITS.

1. Third Amended and Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 of the SB-2 Registration Statement.
2. Amendment to Third Amended and Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 of the SB-2 Registration Statement.
3. Bylaws of the Registrant, incorporated by reference to Exhibit 3.2 of the SB-2 Registration Statement.
4. Specimen certificates representing Class A Common Stock of the Registrant, incorporated by reference to Exhibit 4.2 of the SB-2 Registration Statement.
5. Specimen certificates representing the Underwriter's Warrants of the Registrant, incorporated by reference to Exhibit 4.2 of the SB-2 Registration Statement.
6. Form of Underwriting Agreement between the Registrant and the Underwriter, incorporated by reference to Exhibit 1.1 of the SB-2 Registration Statement.

SIGNATURE

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

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ACCESS INTEGRATED TECHNOLOGIES, INC.

Dated: September 23, 2003

By: /s/ A. Dale Mayo

A. Dale Mayo
President, Chief Executive Officer
and Chairman of the Board of Directors

EXHIBIT INDEX

Exhibit -----	Description -----	Method Means of -----
1.	Third Amended and Restated Certificate of Incorporation	Incorporation by refer of the Registration SB-2 (File No. 333-1 the Commission on as amen
1.	Amendment to Third Amended and Restated Certificate of Incorporation	Incorporation by refer of the Registration SB-2 (File No. 333-1 the Commission on as amen
2.	Bylaws	Incorporation by refer of the Registration SB-2 (File No. 333-1 the Commission on as amen
3.	Specimen Class A Common Stock Certificate	Incorporation by refer of the Registration SB-2 (File No. 333-1 the Commission on as amen
4	Specimen Warrant Certificate	Incorporation by refer of the Registration SB-2 (File No. 333-1 the Commission on as amen
5.	Form of Underwriting Agreement	Incorporation by refer of the Registration SB-2 (File No. 333-1 the Commission on as amen