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ODYSSEY MARINE EXPLORATION INC

Form S-8

December 28, 2001

As filed with the Securities and Exchange Commission on December 28, 2001
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ODYSSEY MARINE EXPLORATION, INC.

Exact name of Registrant as specified in its charter

Nevada

84-1018684

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identifi-
cation Number)

3604 Swann Avenue, Tampa, Florida 33609
(813) 876-1776

(Address of principal executive offices, including zip code)

1997 STOCK OPTION PLAN

(Full title of the plan)

3604 Swann Avenue, Tampa, Florida 33609
(813) 876-1776

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

Copy to:

James P. Beck, Esq.
Krys Boyle Freedman & Sawyer, P.C.
600 Seventeenth Street, Suite 2700, South Tower
Denver, Colorado 80202

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maxi- mum Offering Price Per Share	Proposed Maxi- mum Aggregate Offering Price	Amount of Registra- tion Fee
Common Stock \$.0001 Par Value	1,500,000 Shares	\$0.78(2)	\$1,170,000	\$279.62

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- (1) Represents increase in the total number of shares reserved for issuance under the 1997 Stock Option Plan. A total of 2,000,000 shares has been registered under a registration statement on Form S-8 (File No. 333-50325) with respect to the 1997 Stock Option Plan. In addition, pursuant to Rule 416 under the Securities Act of 1933, this registration statement includes an indeterminate number of additional shares that may be offered and sold as a result of anti-dilution provisions described in the above-described plans.
- (2) Based on the exercise price of the options outstanding under the 1997 Stock Option Plan as to 600,000 shares and the average of the closing bid and ask price of the Registrant's Common Stock on December 26, 2001, as reported on the OTC Bulletin Board, as to the remaining 900,000 shares.

STATEMENT UNDER GENERAL INSTRUCTION E --
REGISTRATION OF ADDITIONAL SECURITIES

The registrant, Odyssey Marine Exploration, Inc., previously filed a registration statement on Form S-8 with the Securities and Exchange Commission (SEC File No. 333-50325) in connection with the registration of an aggregate of 2,000,000 shares of common stock to be issued under the 1997 Stock Option Plan.

Pursuant to General Instruction E of Form S-8, this registration statement is filed by Odyssey Marine Exploration, Inc. solely to register an additional 1,500,000 shares of Odyssey Marine Exploration, Inc. common stock for issuance under the 1997 Stock Option Plan. This increase was approved by the registrant's shareholders on December 5, 2001. Pursuant to Instruction E, the contents of the previously filed registration statement on Form S-8 (SEC File No. 333-50325) are hereby incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The following documents are filed as exhibits to this Registration Statement:

EXHIBIT NUMBER	TITLE	LOCATION
5	Opinion of Krys Boyle Freedman & Sawyer, P.C. as to the legality of the securities being registered	Filed herewith electronically
23.1	Consent of Krys Boyle Freedman & Sawyer, P.C.	Filed herewith electronically
23.2	Consent of Giunta, Ferlita & Walsh, P.A.	Filed herewith electronically

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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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Tampa, State of Florida, on the 27th day of December 2001.

ODYSSEY MARINE EXPLORATION, INC.

By/s/ John C. Morris
John C. Morris, President and Chief
Executive Officer

Pursuant to the provisions 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/ John C. Morris John C. Morris	President and Director	December 27, 2001

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/s/ Gregory P. Stemm Vice President and December 27, 2001
Gregory P. Stemm Director

/s/ David A. Morris Secretary and Treasurer December 27, 2001
David A. Morris (Chief Financial
Officer and Principal
Accounting Officer)

/s/ David J. Saul Director December 27, 2001
Dr. David J. Saul

/s/ Henri G. Delauze Director December 27, 2001
Henri G. Delauze

/s/ George Knutsson Director December 27, 2001
George Knutsson