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CYTATION CORP  
Form SB-2/A  
July 27, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM SB-2/A

Amendment No. 2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CYTATION CORPORATION  
(Name of Registrant in its charter)

DELAWARE  
(State or other  
jurisdiction of  
incorporation or  
organization)

2451  
(Primary Standard  
Industrial Code  
Number)

16-0961436  
(I.R.S. Employer  
Identification Number)

4902 EISENHOWER BLVD., SUITE 185  
TAMPA, FLORIDA 33634  
(813) 885-5998 - FAX (727) 381-3904  
(Address and telephone number of  
principal executive offices)

4902 EISENHOWER BLVD., SUITE 185  
TAMPA, FLORIDA 33634  
(813) 885-5998 - FAX (727) 381-3904  
(Address of principal  
place of business)

CHARLES G. MASTERS  
CYTATION CORPORATION  
4902 EISENHOWER BLVD., SUITE 185  
TAMPA, FLORIDA 33634  
(813) 885-5998 - FAX (727) 381-3904  
(Name, address and telephone number of agent for service)

Copies to:

BRENT A. JONES, ESQ.  
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220 S. FRANKLIN STREET  
TAMPA, FLORIDA 33602  
(813) 224-9255 - FAX (813) 223-9620

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
From time to time after the effective date of this registration statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 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 post-effective amendment filed pursuant to Rule 462(d) under

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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 delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED		PROPOSED MAXIMUM OFFERING PRICE PER SECURITY (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT REGISTRATION FEE
Common Stock, \$0.001 par value (2)	9,941,627 (7)	\$	2.83	\$ 28,085,096.28	\$ 3,00
Common Stock, \$0.001 par value (3)	4,945,100 (7)	\$	2.83	\$ 13,969,907.50	\$ 1,49
Common Stock, \$0.001 par value (4)	2,675,000 (7)	\$	2.83	\$ 7,556,875.00	\$ 80
Common Stock, \$0.001 par value (5)	880,544 (7)	\$	2.83	\$ 2,487,536.80	\$ 26
Common Stock, \$0.001 par value (6)	22,213,157 (7)	\$	2.83	\$ 62,752,168.53	\$ 6,71
Common Stock, \$0.001 par value (8)	776,343 (7)	\$	2.83	\$ 2,193,168.98	\$ 23
Common Stock, \$0.001 par value (9)	2,087,742 (7)	\$	2.83	\$ 5,897,871.15	\$ 63
Common Stock, \$0.001 par value (10)	37,338 (7)	\$	2.83	\$ 105,479.85	\$ 1
Total Registration Fee					\$ 13,16