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COMPETITIVE TECHNOLOGIES INC

Form S-1/A

September 25, 2009

As filed with the Securities and Exchange Commission on September 25, 2009.

Registration No. 333-161216

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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AMENDMENT NO. 2 TO  
FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

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|--|--|---|
| DELAWARE   | 6794   | 36-2664428                              |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification Number) |

777 COMMERCE DRIVE  
FAIRFIELD, CONNECTICUT 06825  
(203) 368-6044

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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JOHN B. NANO  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
COMPETITIVE TECHNOLOGIES, INC.  
777 COMMERCE DRIVE  
FAIRFIELD, CONNECTICUT 06825  
(203) 368-6044  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

M. RICHARD CUTLER, ESQ.  
CUTLER LAW GROUP  
9814 CRYSTAL BLVD  
BAYTOWN, TX 77521  
TELEPHONE: (281) 918-0040  
FACSIMILE: (800) 836-8714

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## AMENDMENT

This Amendment No. 2 is being filed solely to update Exhibit 23.1 in response to SEC comments.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Fairfield, Connecticut on September 25, 2009.

COMPETITIVE TECHNOLOGIES, INC.

By/s/ John B. Nano

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JOHN B. NANO, CHAIRMAN, PRESIDENT AND CEO

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/ John B. Nano<br>-----<br>John B. Nano                                | Chairman, President and<br>CEO, Interim CFO (Principal<br>Executive, Financial and<br>Accounting Officer) | September 25, 2009 |
| /s/ Rustin Howard<br>-----<br>John B. Nano, Power of Attorney            | Director  | September 25, 2009 |
| /s/ William L. Reali<br>-----<br>John B. Nano, Power of Attorney         | Director  | September 25, 2009 |
| /s/ Richard D. Hornidge, Jr.<br>-----<br>John B. Nano, Power of Attorney | Director  | September 25, 2009 |
| /s/ Joel M. Evans, MD<br>-----<br>John B. Nano, Power of Attorney        | Director  | September 25, 2009 |