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Emrise CORP
Form POS AM
March 29, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 29, 2005
REGISTRATION NO. 333-63024

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EMRISE CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

77-0226211
(I.R.S. Employer
identification no.)

3825
(Primary standard industrial
classification code number)

9485 HAVEN AVENUE, SUITE 100
RANCHO CUCAMONGA, CALIFORNIA 91730
(909) 987-9220
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

CARMINE T. OLIVA
PRESIDENT AND CHIEF EXECUTIVE OFFICER
EMRISE CORPORATION
9485 HAVEN AVENUE, SUITE 100
RANCHO CUCAMONGA, CALIFORNIA 91730
(909) 987-9220
(909) 987-9228 (FAX)
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES OF ALL CORRESPONDENCE TO:
LARRY A. CERUTTI, ESQ.
CRISTY LOMENZO PARKER, ESQ.
RUTAN & TUCKER, LLP
611 ANTON BOULEVARD, 14TH FLOOR
COSTA MESA, CALIFORNIA 92626
(714) 641-5100
(714) 546-9035 (FAX)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act, check
the following box. |X|

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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 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. []

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DEREGISTRATION OF SECURITIES

In accordance with the registrant's undertaking set forth in the registration statement, effective as of the date and time that this post-effective amendment no. 3 is declared effective, the registrant hereby deregisters such shares of its common stock that were registered on the registration statement but were not sold under the registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective amendment to registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rancho Cucamonga, State of California on March 28, 2005.

EMRISE CORPORATION

By: /S/ CARMINE T. OLIVA

Carmine T. Oliva
Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this post-effective amendment to registration statement has been signed by the following persons in the capacities and on the dates indicated.

NAME TITLE DATE

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/S/ CARMINE T. OLIVA Chairman of the Board, President, March 28, 2005

Carmine T. Oliva Chief Executive Officer (principal
 executive officer) and Director

/S/ RANDOLPH D. FOOTE Chief Financial Officer March 28, 2005

Randolph D. Foote (principal accounting and
 financial officer),
 Senior Vice President and
 Secretary

/S/ ROBERT B. RUNYON* Director March 28, 2005

Robert B. Runyon

/S/ LAURENCE P. FINNEGAN, JR.* Director March 28, 2005

Laurence P. Finnegan, Jr.

/S/ OTIS W. BASKIN Director March 28, 2005

Otis W. Baskin

*By: /S/ CARMINE T. OLIVA

Attorney-in-Fact