

WWA GROUP INC
Form SB-2
December 26, 2007
U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

WWA Group, Inc.

(Name of small business issuer in its charter)

Nevada

(State or jurisdiction of
incorporation or organization)

7389

(Primary Standard Industrial
Classification Code Number)

77-0443643

(I.R.S. Employer
Identification No.)

2465 West 12th Street, Suite 2, Tempe, Arizona, 85281 (480) 505-0070

(Address and telephone number of principal executive offices)

PO Box 17774 Jebel Ali Free Zone, Dubai, United Arab Emirates

(Address of principal place of business or intended principal place of business)

Corporation Trust Company of Nevada, 6100 Neil Road, Suite 500, Reno, Nevada, 89511 (775) 688-3061

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

Approximate date of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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: o ____.

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: o ____.

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: o ____.

If the delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box: o.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount of securities to be registered ¹	Proposed maximum offering price per share ²	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	31,211,119	\$0.58	\$702,449.02	\$21.57
Common Stock, \$0.001 par value per share	4576,973	\$1.00	\$576,973.00	\$17.71
Total	1,788,092		\$1,279,422.02	\$39.28

¹ The shares to be registered may be offered for sale and sold from time to time subsequent to the date on which this registration statement remains effective, by or for the accounts of the selling security holders.

² Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) and (g).

³ Shares of common stock being registered for resale that are owned by certain selling security holders named in the prospectus. For the purposes of these 1,211,119 shares, the registrant has used the average of the closing bid and ask prices of the common stock as reported on the Over the Counter Bulletin Board on December 21, 2007.

⁴ Represents shares of common stock being registered for resale that have been or may be acquired upon the exercise of common stock purchase warrants at an exercise price of \$1.00 per share issued to certain selling security holders named in the prospectus.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Registration Statement dated December 21, 2007

WWA GROUP, INC.

1,788,092 shares of common stock

The Offering:

	<i>Per Share</i>	<i>Total</i>
Offering Price ¹	\$ 0.7155	\$ 1,279,422
Proceeds ²	\$ 0	\$ 0
Offering Expenses ³	\$ 0.0204	\$ 36,539.28

¹ The average weighted offering price of the shares and WWA Group, Inc. is registering a total of 1,211,119 shares underlying warrants, estimated solely for the purpose of computing the amount of the registration fee underlying warrants to purchase shares of common (the proposed maximum offering price of the shares are \$0.58 and \$1.00). The securities will be offered at the prevailing market price or in negotiated transactions

shares of common stock and 576,973 shares of common stock. The 1,211,119 shares of common stock to be registered constitute 6.57% of the issued and outstanding stock as of December 21, 2007. The securities are being registered for resale on behalf of the security holders identified beginning on page 8. The security holders will determine whether to exercise their purchase warrants and the timing thereof. In addition, the security holders will determine

² If the selling security holders exercise their warrants in full, WWA Group will receive \$1.00 per share, an aggregate of approximately \$576,973.

³ Offering expenses include legal, accounting, printing and related costs incurred in connection with this offering. the method for selling their common stock and the timing thereof. WWA Group's common stock is quoted under the symbol "WWAG" on the Over-the-Counter Bulletin Board.

This offering represents a registration of issued and outstanding shares and shares underlying warrants on behalf of certain security holders of WWA Group, Inc. Owning WWA Group's common stock involves a high degree of risk and the securities offered hereby are highly speculative. See "RISK FACTORS" beginning on page 4 to read about risks. You should carefully consider these risks in holding shares of WWA Group's common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The information in this prospectus is not complete and may be changed. These securities may not be sold until the prospectus filed with the Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where such offer or sale is prohibited.

ii

TABLE OF CONTENTS

Part I – Information Required in Prospectus

<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	4
<u>Use of Proceeds</u>	8
<u>Determination of Offering Price</u>	8
<u>Selling Security Holders</u>	8
<u>Plan of Distribution</u>	11
<u>Legal Proceedings</u>	13
<u>Directors, Executive Officers, Promoters & Control Persons</u>	13
<u>Security Ownership of Certain Beneficial Owners and Management</u>	16
<u>Description of Securities</u>	17

<u>Interest of Named Experts and Counsel</u>	18
<u>Disclosure of Commission Position on Indemnification for Securities Act Liabilities</u>	18
<u>Description of Business</u>	19
<u>Management's Discussion and Analysis</u>	37
<u>Description of Property</u>	48
<u>Certain Relationships and Related Transactions</u>	48
<u>Market for Common Equity and Related Shareholder Matters</u>	48
<u>Executive Compensation</u>	49
<u>Financial Statements</u>	50
<u>Changes In and Disagreements with Accountants or Accounting and Financial Disclosure</u>	51
<u>Available Information and Reports to Securities Holders</u>	51

Part II – Information Not Required in Registration Statement

<u>Indemnification of Directors and Officers</u>	52
<u>Other Expenses of Issuance and Distribution</u>	52
<u>Recent Sales of Unregistered Securities</u>	52
<u>Index to and Description of Exhibits</u>	55
<u>Undertakings</u>	56
<u>Signatures</u>	58

iii

[Return to Table of Contents](#)

PART I – INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS SUMMARY

You should rely only on the information contained in this prospectus. WWA Group, Inc. has not authorized any other person to provide you with information different from that contained in this prospectus. The information contained in this prospectus is complete and accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or the sale of any common stock. The prospectus is not an offer to sell, nor is it an offer to buy, common stock in any jurisdiction in which the offer or sale is not permitted.

The following summary is qualified in its entirety by the more detailed information and financial statements with related notes appearing elsewhere in this prospectus.

For purposes of this prospectus, unless otherwise indicated or the context otherwise requires, all references herein to “WWA Group,” “we,” “us,” and “our,” refer to WWA Group, Inc., a Nevada corporation, and our subsidiary. All references herein to “World Wide Auctioneers” refer to World Wide Auctioneers, Ltd., a British Virgin Island registered company, our wholly owned subsidiary.

The Company

WWA Group trades and auctions transportation and industrial equipment from its primary location in Dubai, United Arab Emirates in addition to various other locations worldwide. Our subsidiary World Wide Auctioneers has held 35 large un-reserved equipment auctions and 23 video and internet auctions from Dubai and Doha, Qatar between March of 2001 and September 30, 2007. WWA Group’s primary auctioned items include mobile and stationary earthmoving and construction equipment such as crawler tractors, excavators, wheel loaders, cranes, trucks and trailers, generators, compressors, agricultural tractors, and forklifts. Much of the equipment can be used in multiple industries and in diverse geographic locations. We also sell light vehicles and other related items such as boats and motorcycles. We generate commission and service income from these auctions.

We are also expanding our operations through acquisition. During 2006 World Wide Auctioneers acquired Crown Diamond Holdings, Ltd. (“Crown”) as a wholly owned subsidiary. Crown owns and charters a shipping vessel known as the M/V Iron Butterfly that is under contract with an independent third party. World Wide Auctioneers also acquired a 32.5% minority interest in Power Track Projects FZE (“Power Track”). Power Track operates a limestone quarry in the United Arab Emirates.

WWA Group’s business strategy is to increase cash flow from operations to generate net income to reduce payables and to expand operations to new auction sites. We intend to focus on formalizing new joint venture relationships, management arrangements, new wholly owned facilities, and expanded auctions as the means by which to increase net cash flow. Our new auction site in Jebel Ali is larger and capable of holding more equipment than our former site, eliminating restraint on growth. Nonetheless, our business development strategy is prone to significant risks and uncertainties certain of which can have an immediate impact on our efforts to increase positive net cash flow and deter future prospects for the expansion of our business.

Implementation of our growth model will include expanding our lower cost auction methods, such as on-line auctions, video auctions, and transportation equipment only auctions, all of which can be held on a more frequent basis than the larger equipment auctions. While smaller in size, these auctions will not interfere with or detract from WWA Group's major equipment auctions, and the economies of scale our Jebel Ali facility are efficient for this purpose. We have also expanded high margin buyer and seller services, such as shipping and transport. Our ownership of a shipping company and control over a large volume of equipment being moved around the world by our regular consignors provides vertical integration opportunities that could combine auction services with the ability to meet shipping needs.

Corporate Information

WWA Group was incorporated in Nevada on November 26, 1996, as "Conceptual Technologies, Inc." On April 9, 1998 the company changed its name to "NovaMed, Inc." to reflect the acquisition of a medical device manufacturer and retailer. The medical device business was abandoned in October of 2000. On August 8, 2003, the company acquired World Wide Auctioneers. Our name was subsequently changed to "WWA Group, Inc." to reflect the acquisition and the new business focus.

Since the owners of World Wide Auctioneers obtained the majority of the outstanding shares of WWA Group through the acquisition, the acquisition was accounted for as a reverse merger or recapitalization of WWA Group. World Wide Auctioneers was considered the acquirer for accounting purposes.

Our United States business office is located at 2465 West 12th Street, Suite 2, Tempe, Arizona, 85281, and our telephone number is (480) 505-0070. Our registered statutory office is located at the Corporation Trust Company of Nevada, 6100 Neil Road, Suite 500, Reno, Nevada, 89511. We maintain our principal place of business in the Jebel Ali Free Zone, Dubai, United Arab Emirates. WWA Group currently trades on the Over the Counter Bulletin Board under the symbol "WWAG".

The Offering

Securities offered by the selling security holders	Up to 1,211,119 shares of common stock and shares underlying 576,973 warrants exercisable at \$1.00.
Stock outstanding as of December 21, 2007	18,431,922 common shares.
Terms of the Offering	The selling security holders will determine when and how they will sell the common stock offered in this prospectus. See <i>Plan of Distribution</i> .
Use of proceeds	WWA Group will not receive any of the proceeds from the sale of common stock by the selling security holders. We will receive approximately \$576,973 if the

selling security holders exercise all warrants hereby registered.

2

[Return to Table of Contents](#)

Plan of Distribution

WWA Group is registering a total of 1,211,119 shares of common stock and 576,973 shares underlying warrants to purchase common stock for resale on behalf of our selling security holders. The selling security holders or pledgees, donees, transferees, or other successors in interest selling shares received from a named selling security holder as a gift, partnership, distribution, or other non-sale-related transfer after the effective date of this registration statement may sell the shares from time to time. Registration of the securities does not mean, however, that the securities will be offered or sold as the selling security holders may decide not to sell all or any of the shares they are allowed to sell under this registration statement, and the warrants may not be exercised. The selling security holders will act independently of WWA Group in making any decision with respect to the timing, manner and size of each sale. Sales could be made on the Over-the-Counter Bulletin Board (symbol "WWAG") or otherwise, at prices related to the then current market price, or at privately negotiated prices.

Risk Factors

Investing in our stock involves certain risks. Please review the *Risk Factors* beginning on page 4.

Summary Financial Information

The following summary of financial information should be read together with WWA Group's financial statements along with their accompanying notes and *Management's Discussion and Analysis* included elsewhere within this prospectus.

The summary financial information for the periods ended September 30, 2007 and September 30, 2006 have been derived from WWA Group's unaudited, consolidated financial statements. The summary information for the period ended December 31, 2006 has been derived from WWA Group's audited, consolidated financial statements.

In the opinion of management, the unaudited financial statements have been prepared on the same basis as audited financial statements and include all adjustments which consist only of normal recurring adjustments necessary for a fair presentation of the financial statements and results of operations for the periods presented.

Statement of Operations Summary

	Nine Month Periods Ended		Year Ended
	September 30, 2007	2006	December 31, 2006
Revenues	\$ 19,376,421	\$ 13,224,211	\$ 17,622,383
Direct Costs	(14,081,836)	(8,501,350)	12,192,525
Gross Profit	5,294,585	4,722,861	5,519,858
Operating Expenses	(4,304,722)	(3,728,965)	4,630,545
Income from Operations	989,862	993,896	889,313
Other Income (Expense)	(237,321)	58,066	290,458
Net Income	\$ 752,542	\$ 1,051,962	\$ 1,179,771
Basic and Diluted Earning Per Common Share	\$ 0.04	\$ 0.06	\$ 0.07

Balance Sheet Summary

September 30,

December 31,