

Edgar Filing: DIVERSIFIED SECURITY SOLUTIONS INC - Form POS EX

DIVERSIFIED SECURITY SOLUTIONS INC
Form POS EX
February 08, 2002

As filed with the Securities and Exchange Commission on February 8, 2002

Registration No. 333-94477

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

DIVERSIFIED SECURITY SOLUTIONS, INC.
Formerly known as IntegCom Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

421600
(Primary Standard Industrial
Classification Code Number)

22-3690168
(I.R.S. Employee
Identification Number)

James E. Henry, President
Diversified Security Solutions, Inc.
280 Midland Avenue
Saddle Brook, New Jersey 07663
(201) 794-6500

(Address of principal executive office and agent and
telephone number including area code)

Please address a copy of all communications to:

Arnold N. Bressler, Esq.
Diane Phillips, Esq.
Milberg Weiss Bershad Hynes & Lerach LLP
One Pennsylvania Plaza
New York, NY 10119
Telephone No. (212) 594-5300

Andrew Friedman, Esq.
Andrew Sherman, Esq.
McDermott, Will & Emery
600 Thirteenth Street, N.W.
Washington, D.C. 20005
Telephone No. (202) 756-8610

Edgar Filing: DIVERSIFIED SECURITY SOLUTIONS INC - Form POS EX

Fax No. (212) 868-1229

Fax No. (202) 756-8087

Calculation of Registration Fee

| Title of Each Class of Securities to be Registered | Amount to be Registered(2) | Proposed Maximum Offering Price Per Security(1) | Proposed Maximum Aggregate Offering Price(1) |
|--|----------------------------|---|--|
| Common Stock, \$.01 par value | 1,725,000 | 7.00 | \$12,075,000 |
| Underwriter's Warrants (3) | 150,000 | .001 | \$ 150.00 |
| Common Stock Underlying Underwriter's Warrants | 150,000 | 9.10 | \$ 1,365,000 |
| Total Registration Fee | | | |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act.
- (2) Includes 225,000 shares which the underwriter has the option to purchase to cover over-allotments, if any.
- (3) Represents warrants to be issued to the Underwriter. Pursuant to Rule 416, there is also being registered hereby such additional indeterminate number of shares of Common Stock as may become issuable by reason of the anti-dilution provisions set forth in the Underwriter's Warrants.
- (4) None pursuant to Section 457(g).
- (5) On January 12, 2000, upon the initial filing of this registration statement, the registrant paid a fee of \$5,799 and, therefore, a filing fee is not due.

Explanatory Note

The purpose of this Post-Effective Amendment No. 1 is solely to file the Exhibits set forth in Item 27 of Part II. This Post-Effective Amendment No. 1 shall become effective upon filing with the Commission in accordance with Section 462(d) of the Securities Act of 1933, as amended.

PART II

Information not required in Prospectus

Item 27. Exhibits

The following exhibits are filed herewith as part of this Registration Statement:

| Exhibit Number | Description of Document |
|-------------------|---|
| 1.1 | -- Underwriting Agreement..... |
| 1.2 | -- Selected Dealer Agreement..... |
| 1.5 | -- Representative's Warrant to purchase Shares..... |
| 3.1 | -- Certificate of Incorporation of Registrant..... |
| 3.2 | -- By-laws of the Registrant..... |
| 3.3 | -- Certificate of Amendment of the Certificate of Incorporation of Registrant, filed on July 5, 2001..... |
| 3.4 | -- Certificate of Amendment of the Certificate of Incorporation of Registrant, filed on August 28, 2001..... |
| 4.1 | -- Specimen Common Stock Certificate of Registrant..... |
| 5.1 | -- Opinion of Milberg Weiss Bershad Hynes & Lerach LLP..... |
| 10.1 | -- Employment Agreement between Registrant and James E. Henry..... |
| 10.2 | -- Employment Agreement between Registrant and Irvin F. Witcosky..... |
| 10.3 | -- Employment Agreement between Registrant and Louis Massad..... |
| 10.4 | -- 1999 Incentive Stock Option Plan and form of Stock Option Agreement..... |
| 10.5 | -- Amendment to Employment Agreement between Registrant and James E. Henry..... |
| 10.6 | -- Office Lease between HBE Acquisition Corp. (t/a Henry Bros. Electronics) and Midlan (Saddle Brook, NJ)..... |
| 10.6.1 | -- Amendment to Employment Agreement between Registrant and Irvin F. Witcosky..... |
| 10.7 | -- Office Lease between HBE Acquisition Corp. (t/a Henry Bros. Electronics) and Eagle- (Grand Prairie, Texas)..... |
| 10.7.1 | -- Amendment to Employment Agreement between Registrant and Louis Massad..... |
| 10.8 | -- Sales Agreement between Registrant and Mavix, Ltd..... |
| 10.9 | -- Authorized Reseller Agreement between Registrant and Lenel Systems International, Inc..... |
| 10.11 | -- Form of OEM Agreement between Registrant and Sungjin C&C, Ltd..... |
| 10.12 | -- NYC Transit Agreement..... |
| 16.1 | -- Change of Accountants' Letter..... |
| 23.1 | -- Consent of Independent Certified Public Accountants..... |
| 23.3 | -- Consent of Milberg Weiss Bershad Hynes & Lerach LLP (included in its opinion to be filed as Exhibit 5.1)..... |

* Previously Filed

Edgar Filing: DIVERSIFIED SECURITY SOLUTIONS INC - Form POS EX

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements of filing on Form SB-2 and has authorized this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, in the Town of Saddle Brook, New Jersey on February 7, 2002.

DIVERSIFIED SECURITY SOLUTIONS, INC.

By: /s/ JAMES E. HENRY

James E. Henry
President

In accordance with the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement was signed by the following persons in the capacities and on the dates stated.

| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---|--|------------------|
| /s/ JAMES E. HENRY ----- JAMES E. HENRY | President, Chief Executive Officer and Director | February 7, 2002 |
| /s/ IRVIN F. WITCOSKY ----- IRVIN F. WITCOSKY | Executive Vice President, Secretary and Director | February 7, 2002 |
| /s/ LOUIS MASSAD ----- LOUIS MASSAD | Vice President, Treasurer, Chief Financial Officer and Director | February 7, 2002 |
| /s/ LEROY KIRCHNER ----- LEROY KIRCHNER | Director | February 7, 2002 |
| /s/ ROBERT S. BENOUE ----- ROBERT S. BENOUE | Director | February 7, 2002 |
| ----- JOSEPH P. RITORTO | Director | February 7, 2002 |

STATEMENT OF DIFFERENCES

In Exhibit 10.7, "strike-through" language will be enclosed in brackets