

IMMEDIATEK INC
Form RW
May 16, 2006

IMMEDIATEK, INC.
10488 Brockwood Road
Dallas, Texas 75238
May 16, 2006

Barbara C. Jacobs
U.S. Securities and Exchange Commission
Division of Corporate Finance
100 F Street, N.E.
Washington, D.C. 20549

Via Facsimile (202) 942-9544
Via EDGAR

**Re: Immediatek, Inc., Application for Withdrawal of Form SB-2 Registration Statement
(Commission File No. 333-115989)**

Ladies and Gentlemen:

Pursuant to Rule 477(a) promulgated under the Securities Act of 1933, as amended, Immediatek, Inc., a Nevada corporation (the Company), hereby applies for an Order granting the withdrawal of its registration statement on Form SB-2, Commission File No. 333-115989 (the Registration Statement). The Registration Statement was originally filed with the Securities and Exchange Commission (the Commission) on May 28, 2004.

The Registration Statement was filed to register the resale of the following:

- (1) 4,001,535 outstanding shares of Company common stock, \$0.001 par value per share; and
- (2) 3,652,302 shares of Company common stock issuable upon the exercise of outstanding warrants to purchase Company common stock.

The Company believes that withdrawal of the Registration Statement is consistent with the public interest and the protection of investors as contemplated by Rule 477(a). The Registration Statement is being withdrawn in response to a request from the Staff of the Commission regarding the Company's intentions with respect to the Registration Statement. The Registration Statement was not declared effective and no shares were sold utilizing the Registration Statement. Accordingly, we respectfully request that an Order granting the withdrawal of the Registration Statement be issued by the Commission.

Please fax a copy of the order to the Company's outside legal counsel, Craig Ongley of Vial, Hamilton, Koch & Knox, L.L.P. at (214) 712-4402. If you have any questions regarding this application for withdrawal, please contact Mr. Ongley at (214) 712-4441.

Sincerely,

IMMEDIATEK, INC.,
a Nevada corporation

By: /s/ Zach Bair

Name: Zach Bair
Title: President & Chief Executive Officer

cc: Craig G. Ongley