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AMERICAN AMMUNITION INC/FL  
Form POS AM  
November 06, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

POST EFFECTIVE AMENDMENT TO FORM SB-2 REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Amendment No. 1

Commission Registration Number 333-122056

AMERICAN AMMUNITION, INC.

-----  
(Name of small business issuer in its charter)

|   |   |   |
|---|---|---|
| Nevada  | 3990  | 91-2021594                              |
| -----<br>State or other Incorporation<br>or Organization) | (Primary Standard Industrial<br>Classification Code Number) | (I.R.S. Employer<br>Identification No.) |

American Ammunition, Inc.  
3545 NW 71st Street  
Miami, Florida 33147  
305-835-7400

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(Address and telephone number of principal executive  
offices and principal place of business)

Andres F. Fernandez, Chief Executive Officer  
AMERICAN AMMUNITION, INC.  
3545 NW 71st Street  
Miami, Florida 33147  
305-835-7400

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

Copies to: Hamilton & Lehrer, P.A.  
101 Plaza Real South, Suite 202  
Boca Raton, Florida 33432  
(561) 416-8956

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Approximate date of commencement of proposed sale to the public: This  
post-effective amendment deregisters those shares of common stock that remain  
unsold hereunder as of the date hereof.

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 of  
1933, as amended, check the following box:

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act of 1933, please check the following box  
and list the Securities Act of 1933 registration 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

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the Securities Act of 1933, check the following box and list the Securities Act of 1933 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 of 1933, check the following box and list the Securities Act of 1933 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, please check the following box.

### DEREGISTRATION OF SECURITIES

American Ammunition, Inc., a Nevada corporation (hereafter referred to as "we" "us" or "our" or "Registrant"), filed the following registration statements on Form SB-2 (No. 333-122056) (the "Registration Statement") using a Selling Shareholder registration process to register the following shares of our common stock held by our Selling Shareholders (the "Selling Shareholders"): (a) Amendment No. 1 to the Registration Statement registering 45,527,672 shares, which was filed on April 6, 2005; (b) Amendment No. 2 to the Registration Statement registering 74,442,008 shares, which was filed on May 5, 2005; and (c) Amendment No. 3 to the Registration Statement registering 93,718,422 shares, which was filed on June 2, 2005. On or about June 5, 2005, the Securities and Exchange Commission declared the Registration Statement effective. The foregoing amendments described in (a) - (c) reflected our filing of prospectus supplements under the original Registration Statement, which was filed on January 14, 2005.

We no longer desire to keep the Registration Statement effective. Accordingly, this Post-Effective Amendment to the Registration Statement is being filed to deregister all of the shares that remain unsold under the Registration Statement, as of the date hereof.

As detailed under Item 5 in our Form 10-QSB for the period ending June 30, 2007, which we filed with the Securities and Exchange Commission on September 30, 2007, we commenced an inquiry in or about June 2007 to determine, among other things, whether the terms of the Registration Statement had been complied with. Based on our analysis of certain share issuances from records that we obtained from our transfer agent, we determined that each of the share issuances had violated the terms of the Registration Statement beginning with Amendment No. 1 (as described in (a) above) -- specifically that such issuances, individually and cumulatively, had violated our agreement as described in the Registration Statement prohibiting the Selling Stockholders from owning more than 4.9% or more of our outstanding common stock. Additionally, the escrow agent was prohibited from distributing and disbursing 4.9% or more of our outstanding common stock.

Based on analysis of our records and the records of our transfer agent, we have determined that of the 93,718,422 shares registered on the Form SB-2: (a) 6,328,051 shares were sold to La Jolla Cove Investors, which were identified as the Selling Shareholder in the Registration Statement; (b) 16,803,335 shares were sold to Ta Terraza Asset Management in escrow, which on September 6, 2006 had assumed La Jolla Cove Investor's rights under the Registration Statement by La Jolla Cove executing an assignment assigning its right, title and interest to La Terraza, and La Terraza's paying total cash consideration to us of \$3,150,000 for these rights, which cancelled our indebtedness in connection with the La Jolla assignment to La Terraza, and as such, we are no longer indebted pursuant

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to the terms of the Registration Statement; and (c) 70,587,036 shares remain unsold, which we will cancel and retire to our treasury upon this registration being declared effective.

Accordingly, this Post-Effective Amendment to the Registration Statement is being filed to deregister 70,587,036 shares, as of the date hereof.

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SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing this Post Effective Registration Statement on Form SB-2 and authorizes this registration statement to be signed on its behalf by the undersigned, in the City of Miami, State of Florida, on October 17, 2007.

AMERICAN AMMUNITION, INC.

By: /s/ Andres F. Fernandez

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Andres F. Fernandez, President and CEO

In accordance with the requirements of the Securities Act of 1933, this Post Effective registration statement was signed by the following persons in the capacities and on the dates stated.

| Signature  | Title  | Date                      |
|--|--|---------------------------|
| -----<br>/s/ J.A. Fernandez, Sr.<br>-----<br>J.A. Fernandez, Sr. | -----<br>Chairman of the Board<br>and Director of Sales  | -----<br>November 6, 2007 |
| -----<br>/s/ Andres F. Fernandez<br>-----<br>Andres F. Fernandez | -----<br>President, Chief Executive<br>Officer, Chief Financial<br>Officer and Principal<br>Accounting Officer | -----<br>November 6, 2007 |
| -----<br>/s/ Emilio D. Jara<br>-----<br>Emilio D. Jara           | -----<br>Vice-President of Operations,<br>Secretary and Director   | -----<br>November 6, 2007 |
| -----<br>/s/ Maria A. Fernandez<br>-----<br>Maria A. Fernandez   | -----<br>Director  | -----<br>November 6, 2007 |

