

DIGITAL ALLY INC
Form S-3/A
May 07, 2015

As filed with the Securities and Exchange Commission on May 7, 2015

Registration No. 333-202944

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Amendment No. 1

to

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

DIGITAL ALLY, INC.
(Exact name of registrant as specified in its charter)

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, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY __, 2015

PROSPECTUS

DIGITAL ALLY, INC.

\$25,000,000

Shares of Common Stock

Warrants

Debt Securities

Convertible Debt Securities

Rights

information filed with the Securities and Exchange Commission before investing in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is May __, 2015

warrants to purchase shares of our common stock and/or debt securities;

debt securities consisting of notes, debentures or other evidences of indebtedness;

convertible debt securities consisting of notes, debentures or other evidences of indebtedness;

Rights to purchase shares of our common stock and/or debt securities;

units consisting of a combination of the foregoing; or

any combination of these securities.

The terms of any securities we offer will be determined at the time of sale. We may issue debt securities that are exchangeable for and/or convertible into common stock or any of the other securities that may be sold under this prospectus. When particular securities are offered, a supplement to this prospectus will be filed with the SEC, which will describe the terms of the offering and sale of the offered securities.

