

SMITH MICRO SOFTWARE INC

Form 424B3

October 13, 2005

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-128695

PROSPECTUS

397,547 Shares
SMITH MICRO SOFTWARE, INC.
Common Stock

This prospectus relates to the offering of a total of 397,547 shares of the common stock of Smith Micro Software, Inc. by the selling stockholder described herein. The selling stockholder acquired the shares held by it and offered by this prospectus in connection with the sale to us of all of the issued and outstanding capital stock of Allume, Inc. on July 1, 2005. The prices at which the selling stockholder may sell its shares will be determined by the prevailing market price for its shares or in negotiated transactions. We will not receive any of the proceeds from the sale of these shares.

Our common stock is listed on the Nasdaq SmallCap Market under the symbol SMSI . On October 12, 2005, the last reported sale price for our common stock was \$6.48 per share.

You should carefully consider the risk factors beginning on page 3 of this prospectus before purchasing any of the common stock offered by this prospectus.

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 October 13, 2005.

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You should rely only on information contained or incorporated by reference in this prospectus. We have not authorized any person to make a statement that differs from what is in this prospectus. If any person does make a statement that differs from what is in this prospectus, you should not rely on it. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state in which the offer or sale is not permitted. The information in this prospectus is complete and accurate as of its date, but the information may change after that date.

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THE COMPANY

In this prospectus, the terms Smith Micro, company, we, us, and our refer to Smith Micro Software, Inc. and its subsidiaries.

Smith Micro Software, Inc. is a diversified developer and marketer of wireless communication software products and services. Our primary focus and strategy for our products and services is directed to wireless communications including WWAN as well as Wi-Fi software. We sell our products and services to some of the world's leading companies as well as to consumers. Specific wireless products include: QuickLink Mobile and QuickLink Mobile Phonebook. The proliferation of wireless technologies is providing new opportunities globally. The wireless infrastructures being implemented, such as 1xRTT, GPRS and 3G including EVDO and UMTS, offer wider bandwidth wireless data services. This infrastructure combined with mobile platforms such as the basic mobile phone, notebook computing devices (PCs) and personal communications devices (PDAs) provide opportunities for new communications software products. Our core communications technology is designed to address this emerging wireless data market.

We manufacture, market and sell value-added wireless connectivity products targeted to the original equipment manufacturers (OEM) market, particularly wireless service providers and mobile phone manufacturers, as well as direct to the consumer. We offer software products for Windows XP, Windows 2000, WindowsME, Windows 98, Windows CE, Pocket PC, Mac, Palm, Unix and Linux operating systems. The underlying design concept is the long-standing Smith Micro criteria of enhancing the out-of-box experience for the customer. Our custom engineering services bring more than 20 years of hardware and software experience, having shipped over 40 million copies of products to OEM's seeking to better market their products by adding product features, customizing existing features and translating applications into additional languages.

We were incorporated in California in November 1983, and we reincorporated in Delaware in June 1995. Our common stock is listed on the Nasdaq SmallCap Market under the symbol SMSI. Our principal executive offices are located at 51 Columbia, Suite 200, Aliso Viejo, CA 92656, and our telephone number is (949) 362-5800. Our website is www.smithmicro.com. Information available on our website does not constitute part of this prospectus.

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RISK FACTORS

Our future operating results are highly uncertain. Before deciding to invest in our common stock or to maintain or increase your investment, you should carefully consider the risks described below, in addi