

Converted Organics Inc.
Form S-1MEF
October 14, 2009

As filed with the Securities and Exchange Commission on October 14, 2009

Registration No. 333-_____

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Converted Organics Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2873
(Primary Standard Industrial
Classification Code Number)

20-4075963
(I.R.S. Employer
Identification Number)

**7A Commercial Wharf West
Boston, MA 02110
(617) 624-0111**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Edward J. Gildea
Chief Executive Officer
7A Commercial Wharf West
Boston, MA 02110
(617) 624-0111**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Ralph V. De Martino, Esq.
Cavas S. Pavri, Esq.**

**Cozen O Connor
The Army & Navy Club Building
1627 I Street, NW, Suite 1100
Washington, DC 20006
(202) 912-4800
Facsimile: (202) 912-4830**

**Kenneth R. Koch, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo,
P.C.
666 Third Avenue
New York, NY 10017
(212) 935-3000
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-161917

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per security (1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|---|----------------------------------|--|--|----------------------------|
| Units, each consisting of one share of Common Stock, \$.0001 par value, and one Class H Warrant (2) | 2,875,000 Units | \$ 1.06 | \$ 3,047,500 | \$ 170.05 |
| Shares of Common Stock included as part of the Units (2) | 2,875,000 Shares | | | (3) |
| Class H Warrants included as part of the Units (2) | 2,875,000 Class H Warrants | | | (3) |
| Shares of Common Stock underlying the Class H Warrants included in the Units (4) | 2,875,000 Shares of Common Stock | \$ 1.30 | \$ 3,737,500 | \$ 208.55 |
| Total | | | \$ 6,785,000 | \$ 378.60 |

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Includes 375,000 Units, 375,000 shares of Common Stock and 375,000 Class H Warrants

underlying such Units which may be issued on exercise of a 45-day option granted to the Underwriters to cover over-allotments, if any.

- (3) No fee pursuant to Rule 457(g).
 - (4) Pursuant to Rule 416, there are also being registered such additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions as a result of the anti-dilution provisions contained in the Class H Warrants.
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This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's independent registered public accounting firm. This registration statement relates to our registration statement on Form S-1 (File No. 333-161917), including the exhibits and power of attorney thereto initially filed by the Company on September 15, 2009 and amended on October 2, 2009 and October 14, 2009 (the "Initial Registration Statement"), and declared effective by the Securities and Exchange Commission (the "Commission") on October 14, 2009. We are filing this registration statement for the sole purpose of increasing the aggregate number of units offered by us by 2,875,000 units, 375,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional units to cover over-allotments, if any. Pursuant to Rule 462(b), the contents of the Initial Registration Statement are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on October 14, 2009.

CONVERTED ORGANICS INC.

By: /s/ Edward J. Gildea
 Name: **Edward J. Gildea**
 Title: **Chairman, President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|--------------------------------------|
| /s/ Edward J. Gildea Edward J. Gildea | Chairman, President and Chief Executive Officer (Principal Executive Officer) | October 14, 2009 |
| /s/ David R. Allen David R. Allen | Chief Financial Officer, Executive Vice President of Administration (Principal Financial Officer) | October 14, 2009 |
| /s/ Ellen P. O Neil Ellen P. O Neil * | Chief Accounting Officer Director | October 14, 2009 October 14, 2009 |
| Robert E. Cell * | Director | October 14, 2009 |
| John P. DeVillars * | Director | October 14, 2009 |
| Edward A. Stoltenberg | | |

* By: /s/ Edward J. Gildea
 Edward J. Gildea Attorney-in-fact

EXHIBIT INDEX

All exhibits filed with or incorporated by reference in Registration Statement No. 333-161917 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith.

Exhibit

| No. | Description |
|------------|---|
| 5 | Opinion of Cozen O Connor |
| 23.1 | Consent of CCR LLP |
| 23.2 | Consent of Cozen O Connor (included in Exhibit 5) |