

MDwerks, Inc.
Form SB-2/A
September 27, 2006
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As filed with the Securities and Exchange Commission on September 26, 2006

Registration No. 333-132296

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

AMENDMENT NO. 4
TO
FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MDWERKS, INC.

(Name of Small Business Issuer in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

7389
(Primary Standard Industrial
Classification Code Number)

33-1095411
(I.R.S. Employer Identification No.)

Windolph Center, Suite I
1020 N.W. 6th Street
Deerfield Beach, FL 33442

(Address and Telephone Number of Registrant's Principal Executive Offices)

Howard B. Katz
Chief Executive Officer
MDwerks, Inc.
Windolph Center, Suite I
1020 N.W. 6th Street
Deerfield Beach, FL 33442
(954) 389-8300

(Name, Address and Telephone Number of Agent for Service)

Copy to:

Stephen P. Katz, Esq.
 Peckar & Abramson, P.C.
 70 Grand Ave.
 River Edge, New Jersey 07661
 (201) 343-3434

As soon as practicable after the effective date of this registration statement

(Approximate Date of Proposed Sale to the Public)

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 (“Securities Act”), 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.

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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ¹	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount Registration
Common Stock, par value \$0.001 per share	10,088,250	\$3.05 ²	\$30,769,163	\$3,292.3
Common Stock underlying Warrants, exercise price \$2.50 per shares	598,800	\$3.05 ²	\$ 1,826,340	\$ 195.4
Warrants, exercise price \$2.50 per share	598,800	n/a ³	n/a ³	n/a ³
Common Stock underlying Series A Preferred Stock	306,667	\$3.05	\$ 935,334	100.0
Common Stock underlying Class A Warrants, exercise price \$3.00 per share	566,667	\$3.05	\$ 1,728,334	184.9
Class A Warrants, exercise price \$3.00 per share	566,667	n/a ³	n/a ³	n/a

¹Pursuant to Rule 416 of the Securities Act, the shares of Common Stock offered hereby also include an indeterminate number of additional shares of Common Stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.

²Estimated at \$3.05 per share, the last sale price of Common Stock as reported on the OTC Bulletin Board regulated quotation service on September 21, 2006, for the purpose of calculating the registration fee in accordance with Rule

457(c) under the Securities Act.

³Pursuant to rule 457(g) no additional fee is required as shares underlying the warrants are being registered for distribution in this Registration Statement.

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 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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Subject to completion, dated _____, 2006

PROSPECTUS

MDWERKS, INC.

11,560,384 Shares of Common Stock
598,800 Warrants to Purchase Shares of Common Stock
566,667 Class A Warrants to Purchase Shares of Common Stock

This prospectus relates to the sale by certain selling stockholders identified in this prospectus of up to an aggregate of 11,560,384 shares of common stock, par value \$0.001 per share, which includes (i) 9,977,139 shares of common stock, (ii) 598,800 shares of common stock issuable upon the exercise of warrants with an exercise price of \$2.50 per share, (iii) 566,667 shares of common stock issuable upon the exercise of Class A Warrants, with an exercise price of \$3.00 per share (iv) 306,667 shares of common stock issuable upon the conversion of Series A Preferred Stock and (v) 111,111 shares of the common stock issuable upon the exercise of the Goldner Warrant. All of such shares of common stock are being offered for resale by selling stockholders. This prospectus also relates to the sale by certain Selling Stockholders of warrants to purchase an aggregate of 598,800 shares of Common Stock with an exercise price of \$2.50 per share and Class A Warrants to purchase an aggregate of 566,667 shares of Common Stock with an exercise price of \$3.00 per share.

We will not receive any of the proceeds from the sale of the shares of common stock or warrants that are subject to this prospectus by the selling stockholders. However, we will receive proceeds from the exercise of the Warrants and Class A Warrants if they are exercised by the Selling Stockholders. See "Use of Proceeds."

We will bear all costs relating to the registration of the common stock and the warrants that are subject to this prospectus, other than any selling stockholder's legal or accounting costs or commissions.

Our common stock is quoted on the regulated quotation service of the OTC Bulletin Board under the symbol "MDWK.OB." The last sales price of our Common Stock on September 21, 2006 as reported by the OTC Bulletin Board was \$3.05 per share.

The information in this prospectus is not complete and may be changed. These securities may not be sold (except pursuant to a transaction exempt from the registration requirements of the Securities Act) until the Registration Statement filed with the Securities and Exchange Commission ("SEC") is declared effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is

not permitted.

INVESTING IN OUR COMMON STOCK OR WARRANTS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD READ THIS ENTIRE PROSPECTUS CAREFULLY, INCLUDING THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 5 WHICH DESCRIBES MATERIAL RISK FACTORS YOU SHOULD CONSIDER BEFORE INVESTING.

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 _____, 2006

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