

FINDEX COM INC
Form POS AM
April 30, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**Post-Effective Amendment No. 3
to
FORM SB-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

FINDEX.COM, INC.
(Name of Small Business Issuer in Its Charter)

Nevada	7372	88-0379462
(State or other	(Primary	(I.R.S.
Jurisdiction	Standard	Employer
Incorporation	Industrial	Identification
or	Classification	Number)
Organization)	Code	
	Number)	

**11204 Davenport Street, Suite 100
Omaha, Nebraska 68154
(402) 333-1900**

(Address and Telephone Number of Principal Executive Offices and Principal Place of Business)

Steven Malone
President and Chief Executive Officer
FINDEX.COM, INC.
11204 Davenport Street, Suite 100
Omaha, Nebraska 68154
(402) 333-1900
(Name, Address and Telephone Number of Agent For Service)

Copies to:

Michael M. Membrado, Esq.
M.M. Membrado, PLLC
115 East 57th Street, Suite 1006
New York, New York 10022

Approximate Date of Proposed Sale to the Public: From time to time after the effective date of this registration statement until such time that all of the shares of common stock hereunder have been sold.

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 (the "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, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.001 per share	24,341,666(2)	\$ 0.090(3)	\$ 2,190,750	\$ 277.57
Common Stock, par value \$.001 per share	10,937,500(4)	\$ 0.180(5)	\$ 1,968,750	\$ 249.44
Common Stock, par value \$.001 per share	10,937,500(4)	\$ 0.600(5)	\$ 6,562,500	\$ 831.47
Common Stock, par value \$.001 per share	125,000(4)	\$ 0.148(5)	\$ 18,500	\$ 2.34
Common Stock, par value \$.001 per share	250,000(4)	\$ 0.100(5)	\$ 25,000	\$ 3.17
Common Stock, par value \$.001 per share	150,000(4)	\$ 0.022(5)	\$ 3,300	\$ 0.42
Common Stock, par value \$.001 per share	600,000(4)	\$ 0.150(5)	\$ 90,000	\$ 11.40
Total	47,341,666		\$ 10,858,800	\$ 1,375.81(6)

- (1) Pursuant to Rule 416 under the Securities Act, this registration statement also covers such indeterminate number of additional shares of common stock as may be issuable upon exercise of warrants to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents 24,341,666 outstanding shares of our common stock held by our selling stockholders.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) of the Securities Act, based on the average of the closing bid and asked prices for our common stock as reported on the OTC Bulletin Board on November 19, 2004.
- (4) Represents the number of shares of our common stock issuable upon exercise of certain warrants held by our selling stockholders.
- (5) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(g) of the Securities Act, based on the stated exercise price.
- (6) The filing fee of \$1,375.81 is offset by the \$507.89 credit due to the Registrant based upon the prior withdrawn registration statement on Form SB-2 filed with the U.S. Securities & Exchange Commission (the "SEC") on August 2, 2001 pursuant to Rule 457(p) of Regulation C, File No.: 333-66570, less (i) the fee of \$27.17 applied to the registration statement on Form S-8 filed with the SEC on September 24, 2002, File No.: 333-100035 and (ii) the fee of \$0.82 applied to the registration statement on Form S-8 filed with the SEC on November 8, 2002, File No.: 333-101092.

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 Commission, acting pursuant to Section 8(a), may determine.

This prospectus is dated April 30, 2007

The information contained in this prospectus may be updated from time to time by way of post-effective amendment based on material intervening developments. The selling stockholders may not sell these securities until this registration statement filed with the U.S. Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and the selling stockholders are not soliciting offers to buy these securities in any state where the offer or sale of these securities is not permitted.

PROSPECTUS

FINDEX.COM, INC.

47,341,666 SHARES OF COMMON STOCK

OFFERED BY SELLING STOCKHOLDERS

This prospectus relates to the resale of up to 47,341,666 shares of our common stock by certain persons who are either our stockholders, holders of warrants to purchase our common stock, or both. All of the shares of common stock are being offered for sale by the selling stockholders at prices established on the OTC Bulletin Board during the term of this offering, as will fluctuate from time to time, or as may otherwise be agreed upon in negotiated transactions. We will not receive any proceeds from the sale of our shares by the selling stockholders. If the warrants are exercised in full, we would receive proceeds of \$8,668,050. However, because the exercise price of some or all of the warrants may at any given time be above the current market price of our common stock, (i) they may never be exercised and, therefore, we may never actually receive these proceeds, or (ii) if they are exercised, but not for some time, it would not be until then that we receive any such proceeds. We will use the proceeds from any exercise of warrants for general working capital purposes consistent with our business strategy.

Our common stock is quoted on the OTC Bulletin Board under the symbol "FIND". On April 27, 2007, the average of the bid and asked prices of our common stock was \$0.03 per share.

Each of the selling stockholders may be deemed to be an "underwriter," as such term is defined in the Securities Act.

An investment in our common stock involves a high degree of risk. You should only invest in our common stock if you can afford to lose your entire investment, and you should read and consider the "risk factors" beginning on page 3 before investing in our common stock.

Neither the SEC nor any state securities commission has approved or disapproved 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 April 30, 2007.

FINDEX.COM, INC.
 11204 Davenport Street, Suite 100
 Omaha, Nebraska 68154
 (402) 333-1900

The following table of contents has been designed to help you find important information contained in this prospectus. We have included subheadings to aid you in searching for particular information you might want to return to. We encourage you to read the entire prospectus.

TABLE OF CONTENTS

<u>PROSPECTUS SUMMARY</u>	1
<u>RISK FACTORS</u>	3
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	12
<u>USE OF PROCEEDS</u>	12
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	13
<u>Fiscal Year Ended December 31, 2006 Compared with Fiscal Year Ended December 31, 2005</u>	13
<u>Management Overview</u>	13
<u>Results of Operations</u>	14
<u>Revenues</u>	15
<u>Cost of Sales</u>	19
<u>Sales, General and Administrative</u>	21
<u>Registration Rights Penalties</u>	24
<u>Derivatives</u>	24
<u>Amortization</u>	25
<u>Income Tax Benefits</u>	25
<u>Liquidity and Capital Resources</u>	25
<u>Financing</u>	26
<u>Contractual Liabilities</u>	27
<u>The Potential Impact of Known Facts, Commitments, Events and Uncertainties on Future Operating Results or Future Liquidity Requirements</u>	27
<u>Critical Accounting Policies</u>	29
<u>BUSINESS</u>	32
<u>Overview</u>	32
<u>Corporate Formation, Legacy & Subsidiaries</u>	32
<u>Strategy</u>	33
<u>Product Development</u>	34
<u>Our Products</u>	35
<u>Our Market</u>	39
<u>Marketing and Advertising</u>	39
<u>Sales</u>	39
<u>Manufacturing and Fulfillment</u>	41
<u>Significant Customers and Suppliers</u>	41

<u>Regulation</u>	41
<u>Competition</u>	41
<u>Intellectual Property</u>	43
<u>Employees</u>	45
<u>Legal Proceedings</u>	45
<u>Properties</u>	46
<u>Seasonality</u>	46
<u>MANAGEMENT</u>	46
<u>Directors and Executive Officers</u>	46

<u>Executive Compensation</u>	48
<u>Information Concerning Stock Options</u>	50
<u>Employment Agreements</u>	50
<u>Director Compensation</u>	50
<u>Indemnification</u>	51
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	51
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	53
<u>DIRECTOR INDEPENDENCE</u>	