

Endavo Media & Communications, Inc.
Form SB-2/A
May 13, 2005

As filed with the Securities and Exchange Commission on May 13, 2005

Registration No. 333-124315

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM SB-2/A
(Pre-effective Amendment No. 1)

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Endavo Media and Communications, Inc.
(Name of small business issuer in its charter)

Delaware	4899	87-0642448
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer) Identification No.

50 West Broadway, Suite 400
Salt Lake City, Utah 84101
(801) 297-8500
(Address and Telephone Number
of Registrant's Principal Executive Offices)

Paul D. Hamm
50 West Broadway, Suite 400
Salt Lake City, Utah 84101
(801) 297-8500
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

WITH COPIESTO:
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APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: From time to time after this Registration Statement becomes effective.

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If any 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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 Each Class Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee
Common Stock, \$.001 par value	1,597,534 (3)	\$ 0.90	\$ 1,437,780.60	\$ 169.23
Common Stock, \$.001 par value	1,597,529 (4)	\$ 1.27	\$ 2,028,861.83	\$ 238.80
Common Stock, \$.001 par value	1,597,534 (5)	\$ 0.90	\$ 1,437,780.60	\$ 169.23
Common Stock, \$.001 par value	1,597,529 (6)	\$ 1.27	\$ 2,028,861.83	\$ 238.80
Common Stock, \$.001 par value	1,597,534 (7)	\$ 0.90	\$ 1,437,780.60	\$ 169.23
Common Stock, \$.001 par value	1,597,529 (8)	\$ 1.27	\$ 2,028,861.83	\$ 238.80
Common Stock, \$.001 par value	239,630 (9)	\$ 0.90	\$ 215,667.00	\$ 25.38
Common Stock, \$.001 par value	239,630 (10)	\$ 1.27	\$ 304,330.01	\$ 35.82
TOTAL:	10,064,449	N/A	\$ 10,919,924.30	\$ 1,285.29 (11)

(1) In addition to the shares set forth in the table, the amount to be registered includes an indeterminate number of shares issuable upon conversion of the secured convertible note and exercise of the warrants, as such number may be adjusted as a result of stock splits, stock dividends and similar transactions in accordance with Rule 416 promulgated under the Securities Act of 1933, as amended. For purposes of estimating the number of shares of common stock to be included in this registration statement, we calculated a good faith estimate of the number of shares of our common stock that we believe will be issuable upon conversion of the secured convertible notes and upon exercise of the warrants. Should the conversion ratio result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary. In addition, should a decrease in the exercise price as a result of an issuance or sale of shares below the then current market price, result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(g) under the Securities Act of 1933, using the average bid and asked market price of the common stock as reported on

the over-the-counter bulletin board on April 21, 2005. For purposes of the common stock underlying the warrants, the figure was calculated using the higher of: (i) the exercise prices of the warrants, (ii) the offering price of securities of the same class as the common stock underlying the warrants, and (iii) the average bid and asked market price of the common stock as reported on the over-the-counter bulletin board on April 21, 2005.

- (3) Represents a good faith estimate of the shares of common stock issuable upon conversion of the 8% senior secured convertible notes issued to certain selling stockholders based upon a conversion price of \$0.892 per share.
- (4) Represents a good faith estimate of the shares of common stock issuable upon exercise of warrants issued to certain selling stockholders.
- (5) Represents a good faith estimate of the shares of common stock issuable upon conversion of additional 8% senior secured promissory notes, which are issuable upon exercise of investment right "A."
- (6) Represents a good faith estimate of the shares of common stock issuable upon exercise of warrants issuable to certain stockholders upon exercise of investment right "A."
- (7) Represents a good faith estimate of the shares of common stock issuable upon conversion of additional 8% senior secured promissory notes, which are issuable upon exercise of investment right "B."
- (8) Represents a good faith estimate of the shares of common stock issuable upon exercise of warrants issuable to certain stockholders upon exercise of investment right "B."
- (9) Represents a good faith estimate of the shares of common stock issuable upon exercise of warrants issued to H. C. Wainwright & Co., Inc., and its designees, our exclusive placement agent.
- (10) Represents a good faith estimate of the shares of common stock issuable upon exercise of convertible debenture warrants issued to H. C. Wainwright & Co., Inc., and its designees, our exclusive placement agent.
- (11) Of the \$1,285.29 total registration fee due, \$1,224.07 was previously paid with the Registration Statement filed with the Securities Exchange Commission on April 25, 2005. The balance, \$61.22, is paid herewith.

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 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. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Explanatory Note

This Amendment No. 1 amends and supplements the Registration Statement on Form SB-2 filed with the Securities Exchange Commission on April 25, 2005 by Endavo Media and Communications, Inc. relating to the registration of shares of its common stock, as well as shares of its common stock underlying warrants and additional investment rights held by certain selling stockholders. This Amendment No. 1 registers an additional 479,260 shares of common stock issuable upon the exercise of warrants issued to H. C. Wainwright & Co., Inc. and certain of its principals in connection with their services as exclusive placement agent.

PRELIMINARY PROSPECTUS

SUBJECT TO COMPLETION,
DATED MAY 13, 2005

ENDAVO MEDIA AND COMMUNICATIONS, INC.

10,064,449 shares of our common stock

This prospectus relates to the resale by the selling stockholders of up to 10,064,449 shares of common stock, including up to (i) 1,597,534 shares of common stock issuable upon conversion of \$1,425,000 aggregate principal amount 8% senior secured convertible promissory notes issued to certain selling stockholders based upon an assumed conversion price of \$0.892 per share, (ii) 1,597,529 shares of common stock issuable upon the exercise of warrants issued to holders of the foregoing notes, (iii) 3,195,067 shares of common stock issuable upon the conversion of additional 8% senior secured convertible promissory notes issuable upon exercise of investment right "A" and "B" held by the current noteholders and based upon an assumed note conversion price of \$0.892 per share and (iv) 3,195,058 shares of common stock issuable upon the exercise of warrants issuable upon exercise of investment rights "A" and "B." The selling stockholders may sell common stock from time to time in the principal market on which the stock is traded at the prevailing market price or in negotiated transactions.

This prospectus also relates to the issuance of (i) 239,630 shares of common stock underlying warrants and (ii) 239,630 shares of common stock underlying convertible debenture warrants issued to our placement agent, H. C. Wainwright & Co., Inc., and certain of its principals. The placement agent warrants have an exercise price of \$.89 per share and the convertible debenture warrants have an exercise price of \$1.27.

We are not selling any shares of Common Stock in this offering and therefore will not receive any proceeds from this offering. We may, however, receive proceeds upon the exercise of the warrants described throughout this prospectus in the event that such warrants are exercised. We will bear all costs associated with this registration.

These shares may be sold by the selling stockholders from time to time in the over-the-counter market or other national securities exchange or automated interdealer quotation system on which our common stock is then listed or quoted, through negotiated transactions or otherwise at market prices prevailing at the time of sale or at negotiated prices.

The selling stockholders, and any participating broker-dealers, may be deemed to be "underwriters" within the meaning of the Securities Act of 1933, as amended, or the "Securities Act," and any commissions or discounts given to any such broker-dealer may be regarded as underwriting commissions or discounts under the Securities Act. The selling stockholders have informed us that they do not have any agreement or understanding, directly or indirectly, with any person to distribute their common stock.

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Our common stock is registered under Section 12(g) of the Securities Exchange Act of 1934 and is listed on the over-the-counter bulletin board under the symbol "EDVO." The closing price of our common stock as reported on the over-the-counter bulletin board on April 21, 2005 was \$0.89.

Investing in these securities involves significant risks. Investors should not buy these securities unless they can afford to lose their entire investment. See "Risk Factors" beginning on page 6.

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 13, 2005.

The information in this prospectus is not complete and may be changed. This prospectus is included in the registration statement that was filed by Endavo Media and Communications, Inc. with the Securities and Exchange Commission. The selling stockholders may not sell these securities until the registration statement becomes effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

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The selling stockholders are offering and selling shares of our common stock only to those persons and in those in jurisdictions where these offers and sales are permitted.

You should rely only on the information contained in this prospectus, as amended and supplemented from time to time. We have not authorized anyone to provide you with information that is different from that contained in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. The information in this prospectus is complete and accurate only as of the date of the front cover regardless of the time of delivery or of any sale of shares. Neither the delivery of this prospectus nor any sale made hereunder shall under any circumstances create an implication that there has been no change in our affairs since the date hereof.

This prospectus has been prepared based on information provided by us and by other sources that we believe are reliable. This prospectus summarizes information and documents in a manner we believe to be accurate, but we refer you to the actual documents or the agreements we entered into for additional information of what we discuss in this prospectus.

We issue from time to time securities convertible or exercisable into common stock. We cannot predict the actual number of shares that we will be required to issue upon exercise or conversion because this number depends on variables that cannot be known precisely until the conversion or exercise date. The most significant of these variables is the closing price of our common stock on a certain day or during certain specified periods of time. Nevertheless, we can estimate the number of shares of common stock that may be issued using certain assumptions (including but not

limited to assuming a conversion and/or exercise date). These calculations are illustrative only and will change based, among other things, on changes in the market price of our common stock and the number of outstanding shares.

In making a decision to invest in our common stock, you must conduct your own evaluation of the information provided including, among other things, of our company; its business, financial condition and results of operations, the terms of this offering and the common stock, our capital structure, our recent acquisitions and the risks factors and uncertainties. You should not consider any information in this prospectus to be legal, business, tax or other advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the common stock due to your particular circumstances.

In this prospectus, “Endavo,” the “Company,” “we,” “us” and “our” refer to Endavo Media and Communications, Inc. and its subsidiaries, taken as a whole, unless the context otherwise requires.

This prospectus contains trademarks, service marks and registered marks of Endavo Media and Communications, Inc. and its subsidiaries and other companies, as indicated. Unless otherwise provided in this prospectus, as amended and supplemented from time to time, trademarks identified by ® and ™ are registered trademarks or trademarks, respectively, of Endavo Media and Communications, Inc. or its subsidiaries. All other trademarks trade names and service names are the properties of their respective owners.

Our principal offices are located at 50 West Broadway, Suite 400, Salt Lake City, Utah, 84101, and our telephone number is (801) 297-8500. Our web site is located at www.endavo.com. Information contained on our web site is not part of this prospectus. We were formed under the laws of the State of Delaware.

PROSPECTUS SUMMARY

The following summary highlights selected information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, the “Risk Factors” section on page 6, and the financial statements and the notes to the financial statements beginning on page F-1. You should also review the other available information referred to in the section entitled “Available Information” on page 43. As used throughout this prospectus, the terms “Endavo,” the “Company,” “we,” “us,” and “our” refer to Endavo Media and Communications, Inc., a Delaware corporation.

GENERAL OVERVIEW

Historically, we have provided bundled broadband services, including high-speed Internet services, cable television and Voice over Internet Protocol, or “VOIP,” to residential and commercial customers through fiber-based community networks and over fiber-to-the-premises, or “FTTP.” We plan to continue delivering Internet Protocol, or “IP,” voice, video and data services to our current residential customer base in Utah and also to operate, support and expand our network facilities in both our local and other potential markets. However, our new business plan also includes the development of a distribution and transaction management system over a national IP Multicast network services delivery system that will enable the distribution of digital entertainment and communications services to connected customers and communities. We call this distribution and transaction management system the Endavo EcoSystem™.

Once our technologies and products are sufficiently developed and tested, we plan to market our “d-commerce marketplace” of digital services and content, on a wholesale and retail basis, to defined groups of customers. We define the d-commerce marketplace as any product or service that can be delivered over an IP network. This includes individual pieces of media, such as movies, music, books or images, and complete digital services, such as VoIP and secure instant messages. We intend to initially target our marketing efforts toward geographical markets located within close proximity to, or already connected to, our national fiber network and that have existing local or metropolitan fiber network infrastructure.

Our principal offices are located at 50 West Broadway, Suite 400, Salt Lake City, Utah, 84101, and our telephone number is (801) 297-8500. Our web site is located at www.endavo.com. Information contained on our web site is not part of this prospectus. We were formed under the laws of the State of Delaware.

RECENT DEVELOPMENTS

Private Placement

On February 22, 2005, we entered into (and simultaneously completed the transaction contemplated by) a Securities Purchase Agreement with the entities listed below pursuant to which we issued \$1,425,000 principal amount of 8% Senior Secured Convertible Notes and related securities.

Name	Aggregate Principal Amount of Notes	Warrants	Additional Investment Right “A”	Additional Investment Right “B”
Iroquois Capital L.P.	\$ 425,000	476,457	\$ 425,000	\$ 425,000
Notzer Chesed, Inc.	\$ 100,000	112,107	\$ 100,000	\$ 100,000
Basso Multi-Strategy Holding Fund Ltd.	\$ 100,000			