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NIGHTHAWK SYSTEMS INC  
Form SB-2  
November 03, 2004

FILE NO.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NIGHTHAWK SYSTEMS, INC.  
(Name of small business issuer in its charter)

NEVADA -----	4899 -----	87-0627349 -----
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

10715 GULF DALE  
SUITE 200  
SAN ANTONIO, TX 78216  
Telephone: 210-341-4811

(Address and telephone number of principal executive offices)

8200 East Pacific Place, Suite 204, Denver, CO 80231  
-----

(Address of principal place of business or intended principal place of  
business)

H. Douglas Saathoff  
Chief Executive Officer  
10715 GULF DALE  
SUITE 200  
SAN ANTONIO, TX 78216  
210-341-4811

(Name, address and telephone number of agent for service)

COPY TO:  
Amy M. Trombly, Esq.  
Trombly Business Law  
1163 Walnut Street, Suite 7  
Newton, MA 02461  
(617) 243-0060

Approximate date of proposed sale to the public: As soon as practicable after  
this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please 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

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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. [ ]

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. [X]

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum Amount to be registered(1)	Proposed maximum offering price per security(2)	Amount of Aggregate offering price
----- Common stock, \$0.001 par value per share -----	----- 52,864,500 -----	----- \$0.12 -----	----- \$6,343,740 -----