

METHES ENERGIES INTERNATIONAL LTD

Form S-1

April 16, 2013

As filed with the Securities and Exchange Commission on April 15, 2013

Registration No. 333-

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

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

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METHES ENERGIES INTERNATIONAL, LTD.

(Exact name of Registrant as specified in its charter)

Nevada	2869	71-1035154
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

Methes Energies International Ltd.  
3651 Lindell Road, Suite #D-272  
Las Vegas, Nevada, 89103  
(702) 932-9964  
(702) 943-0233 Facsimile

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

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Michel G. Laporte  
Methes Energies International Ltd  
3651 Lindell Road, Suite #D-272  
Las Vegas, Nevada, 89103  
(702) 932-9964  
(702) 943-0233 Facsimile

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

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Please send copies of all communications to:

Stephen Zelnick, Esq.  
Morse, Zelnick, Rose & Lander LLP  
405 Park Avenue  
Suite 1401  
New York, New York 10022  
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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.

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 definitions of "Large Accelerated Filer," "Accelerated Filer," and "Smaller Reporting Company" in Rule 126-2 of the Exchange Act. (Check one)

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer (do not check if smaller reporting company.)	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To be Registered		Proposed Maximum Offering Price Per Share/ Warrant		Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$.001 par value per share	467,500		\$ 3.81	(2)	\$ 1,781,175	\$ 242.95
Class A warrants to purchase common stock	467,500	(1)	\$ 0.65	(2)	\$ 303,875	\$ 41.45
Class B warrants to purchase common stock	467,500	(1)	\$ 0.31	(2)	\$ 144,925	\$ 19.77
Common stock underlying the Class A warrants	467,500	(1)	\$ 7.50	(3)	\$ 3,506,250	\$ 478.25
Common stock underlying the Class B warrants	467,500	(1)	\$ 10.00	(3)	\$ 4,675,000	\$ 637.67
<b>Total</b>					<b>\$ 10,411,225</b>	<b>\$ 1,420.09</b>

- (1) Pursuant to Rule 416 under the Securities Act, there are also being registered hereby such additional indeterminate number of shares as may become issuable pursuant to the anti-dilution provisions of the warrants.
- (2) Estimated solely for purposes of calculating the amount of the registration fee paid pursuant to Rule 457(c) under the Securities Act at the average of the high and low sales prices on the consolidated reporting system on April 11, 2013.
- (3) Estimated solely for purposes of calculating the amount of the registration fee paid pursuant to Rule 457(g) under the Securities Act at the higher of the warrant exercise price and the average of the high and low sales prices on the consolidated reporting system on April 11, 2013.

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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 THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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The information in the prospectus included in this registration statement is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

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PROSPECTUS (Subject to Completion)

Dated \_\_\_\_\_

1,402,500 Shares of Common Stock

467,500 Class A Warrants

467,500 Class B Warrants

This prospectus (this “Prospectus”) relates to the sale, from time to time, by certain stockholders (the “Selling Stockholders”) of up to 467,500 Class A Warrants, 467,500 Class B Warrants and 1,402,500 shares of our common stock, \$.001 par value per share (“Common Stock”), of which 935,000 shares are issuable upon exercise of Class A Warrants and Class B Warrants. The Class A Warrants and Class B Warrants (collectively, the “Warrants”) are exercisable at prices of \$7.50 and \$10.00 per share, respectively, and all Warrants expire on October 12, 2017.

The prices at which the Selling Stockholders may sell the securities covered by this Prospectus will be determined by the prevailing market price for the securities or in negotiated transactions. We will not receive any proceeds from the sale of these securities by the Selling Stockholders. However, we will realize gross proceeds of \$8,181,250 if all of the Warrants are exercised.

We have incorporated by reference into this Prospectus the information contained in our Annual Report on Form 10-K for the year ended November 30, 2012 (“2012 Annual Report”), filed with the U.S. Securities and Exchange Commission (the “Commission”) on February 25, 2013, the amendment to our 2012 Annual Report on Form 10-K/A filed with the Commission on March 15, 2013 (“10-K/A”); our Current Report on Form 8-K, filed with the Commission on February 20, 2013 (the “February 2013 8-K”); and our Quarterly Report on Form 10-Q for the period ended February 28, 2013, filed with the Commission on April 12, 2013 (“1st Quarter 2013 10-Q”).

Our Common Stock, Class A Warrants and Class B Warrants are registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are listed on the NASDAQ Capital Market under the symbol “MEIL,” “MEILW” and “MEILZ”, respectively.

We are an “Emerging growth company” under the federal securities laws and will be subject to reduced public company reporting requirements. Investing in our securities involves a high degree of risk. See “Risk Factors” beginning on page 16 of our 2012 Annual Report for a discussion of these risks.

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Neither the Commission nor any state securities commission has approved or disapproved of these securities or determined that this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this Prospectus is \_\_\_\_\_, 2013

All references in this Prospectus to “Methes,” “we,” “us,” or “our” refer to Methes Energies International Ltd. and its wholly owned subsidiaries Methes Energies Canada Inc. and Methes Energies USA Ltd. unless the context otherwise indicates.

We have rights to the trademarks Methes Energies and Design, Methes, The Biodiesel Company and Denami.

You may rely on the information contained in this Prospectus. We have not authorized anyone to provide information different from that contained in this prospectus. Neither the delivery of this prospectus nor sale of the units means that information contained in this Prospectus is correct after the date of this prospectus. This Prospectus is not an offer to sell or solicitation of an offer to buy our shares of Common Stock in any circumstances under which the offer or solicitation is unlawful.

## PROSPECTUS SUMMARY

This Prospectus relates to the resale, from time to time, of up to: (i) 1,402,500 shares (the “Shares”) of our Common Stock, par value \$0.001 per share, 467,500 Class A Warrants and 467,500 Class B Warrants by the Selling Stockholders named herein. This Prospectus is part of a Registration Statement, File No. 333-\_\_\_\_\_ that we filed with the Commission on April 15, 2013, registering the resale of the Shares and Warrants by the Selling Stockholders (the “Registration Statement”).

Methes Energies International Ltd.

### Overview

We are a renewable energy company that offers an array of products and services to a network of biodiesel fuel producers. We also market and sell in the U.S. and Canada biodiesel fuel produced at our small-scale production and demonstration facility in Mississauga, Ontario, Canada, and have recently commissioned and are scaling-up biodiesel production at our new facility in Sombra, Ontario, Canada. In fiscal 2011 and 2012, our largest source of revenue was from the sale of biodiesel fuel produced by others.

Among other services, we sell feedstock to our network of biodiesel producers, sell their output in the U.S. and Canada, provide them with proprietary software used to operate and control their processors, remotely monitor the quality and characteristics of their output, upgrade and repair their processors, and advise them on adjusting their processes to use varying feedstock and improve their output. Through the accumulation of production data from our network, we are equipped to provide consulting services to network members and other producers for operating their facilities, maintaining optimum production and solving production problems. In addition, we provide assistance to network members and others in production site selection, site development, installation of equipment and commissioning of processors. For our network services and the license of our operating and communications software, we receive a royalty from network members based on gallons of biodiesel produced.

Network members currently produce biodiesel through use of Denami 600 processors purchased from us, which have a maximum rated capacity of 1.3 million gallons per year, or mgy, of biodiesel, and starting in 2012 may purchase one of our new Denami 3000 processors designed to produce up to 6.5 mgy of biodiesel. We market Denami processors designed to meet the needs of 2 to 20 mgy biodiesel producers. We believe that small and medium-scale producers will be the fastest growing segment of the biodiesel market. Our processors are flexible and can use a variety of virgin vegetable oils, used vegetable oils and rendered animal fat feedstock, allowing operators to take advantage of feedstock buying opportunities. Our Denami processors operate automatically in a continuous flow mode and can be rapidly fine-tuned to adjust to feedstock and production variables. In addition to low production and labor costs, our processors minimize electrical use and utilize water only in closed loop components. The absence of waste water discharge has facilitated obtaining environmental permits for our facilities and those of our customers.

We expect to achieve economies of scale for our network members by bulk purchasing feedstock, methanol, catalyst and other biodiesel related products and negotiating more favorable sales prices through the sale of larger quantities of biodiesel and glycerin for these members. Achieving our growth plan will enable us to spread fixed overhead costs over a larger revenue base.

In May 2012, we completed construction and installation of two of our new intermediate-scale Denami 3000 processors at our Sombra facility. Our Denami 3000 processors at the Sombra plant have been favorably tested during full-scale operation for a few days in July 2012 and received United States EPA approval on October 4, 2012. We began commercial operation and formal training of our employees at the Sombra, Ontario facility in November 2012.





## Corporate Information

Methes was organized as Global Biodiesel Ltd. on June 27, 2007 under the laws of the state of Nevada. On September 5, 2007, Methes purchased all the outstanding shares of Methes Energies Canada, Inc. (“Methes Canada”), an Ontario (Canada) corporation incorporated in December 2004 in exchange for 1,303,781 shares of its common stock, plus an additional 441,982 shares issued to retire debt of that corporation. On October 11, 2007 Global Biodiesel Ltd. changed its name to Methes Energies International, Ltd.

Our principal executive office is located at 3651 Lindell Road, Suite D-272, Las Vegas, Nevada, 89103 and our telephone number is (702) 932-9964. Our web address is [www.methes.com](http://www.methes.com). None of the information on our website is part of this prospectus.

## INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

The Commission allows us to incorporate by reference the information contained in documents that we file with them. We are incorporating by reference into this Prospectus the documents listed below (collectively our “34 Act Filings”):

- Our 2012 Annual Report;
- Our 10K/A;
- Our February 2013 8-K; and
- Our 1st Quarter 2013 10-Q.

By incorporating by reference to our 34 Act Filings we can disclose important information to you by referring you to this filing, which is considered part of this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this Prospectus will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this Prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

We post on our public website ([www.methes.com](http://www.methes.com)) our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act (collectively, our “Exchange Act Reports”), as well as our proxy and information statements as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Commission. Our website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this Prospectus. Copies of our Exchange Act Reports and proxy and information statements may be obtained free of charge through our website or by contacting our Investor Relations Department at 3651 Lindell Road, Suite D-272, Las Vegas, Nevada, 89103, or by calling (702) 932-9964.

You may also read and copy any materials we file with the Commission at the Commission’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission also maintains an Internet site that contains reports, proxy and information statements and other information about at [www.sec.gov](http://www.sec.gov).

You should rely only on the information contained in this Prospectus or to which we have referred you. We have not authorized any person to provide you with different information or to make any representation not contained in this Prospectus.



## PLAN OF DISTRIBUTION

We are registering the securities offered by this Prospectus on behalf of the Selling Stockholders. The Selling Stockholders, which, as used herein, includes donees, pledgees, transferees or other successors-in-interest selling the securities or interests in the securities received after the date of this Prospectus from a Selling Stockholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their securities or interests in the securities on any stock exchange, market or trading facility on which the securities may be traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market prices, or at negotiated prices. To the extent any of the Selling Stockholders gift, pledge or otherwise transfer the securities, such transferees may offer and sell the securities from time to time under this Prospectus, provided that this Prospectus has been amended under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933, as amended (the "Securities Act") to include the name of such transferee in the list of Selling Stockholders under this Prospectus. A Selling Stockholder may use any one or more of the following methods when selling securities:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

settlement of short sales entered into after the effective date of the registration statement of which this Prospectus is a part;

in transactions through broker-dealers that agree with the Selling Stockholders to sell a specified number of such securities at a stipulated price per security;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;

a combination of any such methods of sale; or

any other method permitted pursuant to applicable law.

Broker-dealers engaged by the Selling Stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholders (or, if any broker-dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this Prospectus, in the case of an agency transaction, not in excess of a customary brokerage commission in compliance with FINRA Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with FINRA IM-2440.

In connection with the sale of the securities or interests therein, the Selling Stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the securities in the course of hedging the positions they assume. The Selling Stockholders may also sell the securities short and deliver these securities to close out their short positions, or loan or pledge the securities to broker-dealers that in turn may sell these securities. The Selling Stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or create one or more derivative securities which require the delivery to such broker-dealer or other financial institution of the securities, which securities such broker-dealer or other financial institution may resell pursuant to this Prospectus (as supplemented or amended to reflect such transaction).

The Selling Stockholders and any broker-dealers or agents that are involved in selling the securities may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the securities purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each Selling Stockholder has informed us that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the securities.

We are required to pay the fees and expenses incurred in connection with registering the resale of the securities. We have agreed to indemnify the Selling Stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

Because Selling Stockholders may be deemed to be “underwriters” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act including Rule 172 thereunder. In addition, the securities covered by this Prospectus that qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than under this Prospectus. The Selling Stockholders have advised us that there is no underwriter or coordinating broker acting in connection with the proposed sale of the securities by the Selling Stockholders.

We have agreed to keep this Prospectus effective until the earlier of 5:00 PM Pacific Time on (i) October 12, 2017 or (ii) the date on which all of the securities have been sold pursuant to this Prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the securities covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale securities may not simultaneously engage in market making activities with respect to the securities for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the Selling Stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of securities by the Selling Stockholders or any other person.

We will make copies of this Prospectus available to the Selling Stockholders and have informed them of the need to deliver a copy of this Prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

THE SELLING STOCKHOLDERS

The following table presents information regarding the Selling Stockholders as of April 12, 2013. The Selling Stockholders may sell all, some or none of the securities that they beneficially own. Except as otherwise noted in the following table, all securities beneficially owned by the Selling Stockholders prior to the Offering are being sold in the Offering.

Name and Address of Beneficial Owner	Shares and Warrants Beneficially Owned Prior to Offering		Shares and Warrants Beneficially Owned After Offering		Percent of
	Number of Shares (1)	Number of Warrants	Number of Shares	Number Warrants	