

ID SYSTEMS INC
Form S-3MEF
March 10, 2006

As filed with the Securities and Exchange Commission on March 10, 2006

Registration No. 333-

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

FORM S-3

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

I.D. SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

22-3270799

(I.R.S. Employer Identification No.)

**One University Plaza
Hackensack, New Jersey 07601
(201) 996-9000**

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

**Jeffrey M. Jagid
Chief Executive Officer
I.D. Systems, Inc.
One University Plaza
Hackensack, New Jersey 07601
(201) 996-9000**

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

with copies to:

**Steven M. Skolnick, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500**

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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 the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please 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, 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. 333-131489

If this form is a post-effective amendment filed pursuant to Rule 462(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount of Shares to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(4)
common stock, par value \$0.01 per share	287,500	\$21.75	\$6,253,125	\$670

- (1) Includes 37,500 shares of common stock that may be purchased by the underwriters upon exercise of the underwriters' over-allotment option. All of the shares of common stock offered hereby are being sold for the account of the registrant.
- (2) Does not include 2,875,000 shares previously registered pursuant to the registrant's registration statement on Form S-3 (File No. 333-131489) declared effective on March 9, 2006, for which the registration fee has previously been paid.
- (3) Based on the public offering price.
- (4) The registrant certifies to the Securities and Exchange Commission (the "Commission") that it has instructed its bank to pay the Commission the filing fee of \$670 for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on March 10, 2006); that it will not revoke such instructions; and that it has sufficient funds in such account to cover the amount of such filing fee.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE
AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-3 relates to the public offering of common stock of I.D. Systems, Inc contemplated by the Registration Statement on Form S-3 (File No. 333-131489), as amended, declared effective on March 9, 2006 by the Securities and Exchange Commission (the "Prior Registration Statement"), and is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering 287,500 additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, including the prospectus contained therein and all exhibits thereto, are incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Lowenstein Sandler PC
23.1	Consent of Eisner LLP, Independent Registered Public Accounting Firm
23.2	Consent of Lowenstein Sandler PC (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)

* Previously filed with registrant's registration statement on Form S-3 (File No. 333-131489).
