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Emrise CORP  
Form POS AM  
March 29, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 29, 2005  
REGISTRATION NO. 333-29925

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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EMRISE CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

77-0226211  
(I.R.S. Employer  
identification no.)

3825  
(Primary standard industrial  
classification code number)

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9485 HAVEN AVENUE, SUITE 100  
RANCHO CUCAMONGA, CALIFORNIA 91730  
(909) 987-9220  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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CARMINE T. OLIVA  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
EMRISE CORPORATION  
9485 HAVEN AVENUE, SUITE 100  
RANCHO CUCAMONGA, CALIFORNIA 91730  
(909) 987-9220  
(909) 987-9228 (FAX)  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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COPIES OF ALL CORRESPONDENCE TO:  
LARRY A. CERUTTI, ESQ.  
CRISTY LOMENZO PARKER, ESQ.  
RUTAN & TUCKER, LLP  
611 ANTON BOULEVARD, 14TH FLOOR  
COSTA MESA, CALIFORNIA 92626  
(714) 641-5100  
(714) 546-9035 (FAX)  
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
As soon as practicable after this registration statement becomes effective.

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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, check  
the following box. |X|

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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, check the following box. [ ]

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DEREGISTRATION OF SECURITIES

In accordance with the registrant's undertaking set forth in the registration statement, effective as of the date and time that this post-effective amendment no. 1 is declared effective, the registrant hereby deregisters such shares of its common stock that were registered on the registration statement but were not sold under the registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective amendment to registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rancho Cucamonga, State of California on March 28, 2005.

EMRISE CORPORATION

By: /S/ CARMINE T. OLIVA

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Carmine T. Oliva  
Chairman of the Board, President  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this post-effective amendment to registration statement has been signed by the following persons in the capacities and on the dates indicated.

NAME TITLE DATE  
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/S/ CARMINE T. OLIVA Chairman of the Board, President, March 28, 2005  
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Chief Executive Officer (principal  
Carmine T. Oliva executive officer) and Director

/S/ RANDOLPH D. FOOTE Chief Financial Officer March 28, 2005  
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(principal accounting and  
Randolph D. Foote financial officer),  
Senior Vice President and  
Secretary

/S/ ROBERT B. RUNYON\* Director March 28, 2005  
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Robert B. Runyon

/S/ LAURENCE P. FINNEGAN, JR.\* Director March 28, 2005  
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Laurence P. Finnegan, Jr.

/S/ OTIS W. BASKIN Director March 28, 2005  
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Otis W. Baskin

\*By: /S/ CARMINE T. OLIVA  
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Attorney-in-Fact