

BioElectronics Corp  
Form 8-A12G  
February 16, 2006

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FORM 8-A

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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**BIOELECTRONICS CORPORATION**  
(Exact name of registrant as specified in its charter)

Maryland  
(State of incorporation or  
organization)

52-2278149  
(I.R.S. Employer  
Identification No.)

401 Rosemont Avenue, 3<sup>rd</sup>  
Floor  
Rosenstock Hall  
Frederick, Maryland 21701  
(Address of principal executive  
offices, including zip code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file numbers to which this form relates: 333-131809.

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class  
to be so registered  
Common Stock, \$.001 par value

The Commission is respectfully requested to send copies of all notices, orders and communications to:

**Robert S. Matlin Esq.**  
**Uche D. Ndumele, Esq.**  
Kirkpatrick & Lockhart Nicholson Graham LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 536-3900

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the common stock, \$.001 par value per share (the "Common Stock"), of BioElectronics Corporation (the "Company"), a Maryland corporation.

A description of the Common Stock is contained in the Prospectus included in the Registration Statement on Form SB-2 as originally filed with the Securities and Exchange Commission on February 13, 2006, Registration Statement File No. 333-131809. Such description is incorporated herein by reference.

Item 2. Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 1.                 | Registration Statement on Form SB-2 (SEC File No. 333-131809) as originally filed with the SEC on February 13, 2006 incorporated herein by reference thereto. |
| 2.                 | Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.1 to the Company's Form SB-2, filed with the SEC on February 13, 2006.    |
| 3.                 | Bylaws of the Company, incorporated by reference to Exhibit 3.2 to the Company's Form SB-2, filed with the SEC on February 13, 2006.                          |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement on Form 8-A to be signed on its behalf by the undersigned, thereto duly authorized.

**BIOELECTRONICS  
CORPORATION**

Date: February 16, 2006

By: /s/ Andrew J. Whelan

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Name: Andrew J. Whelan

Title : President

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**EXHIBIT INDEX**

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