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TRINITY LEARNING CORP
Form SB-2
June 14, 2006

As filed with the Securities and Exchange Commission on June 14, 2006
Registration Number 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SB-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
(AMENDMENT NO. ____)

TRINITY LEARNING CORPORATION
(Name of Small Business Issuer in its Charter)

| | | |
|--|--|--------------------------------------|
| Utah | 8200 | 73-0981865 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

4101 International Parkway
Carrollton, Texas 75007
(972) 309-4000

(Address and telephone number of principal executive offices)

Dennis J. Cagan
Chief Executive Officer
Trinity Learning Corporation.
4101 International Parkway
Carrollton, Texas 75007
(972) 309-4000

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

Copies to:
Darrin M. Ocasio, Esq.
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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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 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(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same

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offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price |
|--|-------------------------|---|---|
| Common Stock, par value \$0.001 (2) | 14,838,959 | 0.10\$ | 1,483,896\$ |
| Common Stock, par value \$0.001 (3) | 1,176,000 | 0.10\$ | 117,600\$ |
| Common Stock, par value \$0.001 (4) | 3,985,041 | 0.21\$ | 836,858.61\$ |
| Total | 20,000,000 | | 2,438,354.61\$ |