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FARMSTEAD TELEPHONE GROUP INC
Form S-1/A
August 17, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON August __, 2006

REGISTRATION NO. 333-135046

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

Amendment No. 1
To
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

One IP Voice, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other
Jurisdiction of
incorporation or
organization)

3661
(Primary Standard
Industrial Classification
Code Number)

06-1205743
(I.R.S. Employer
Identification No.)

22 Prestige Park Circle
East Hartford, Connecticut 06108
(860) 610-6000

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

Robert G. LaVigne
Executive Vice President, Chief Financial Officer and Secretary
One IP Voice, Inc.
(f/k/a Farmstead Telephone Group, Inc.)
22 Prestige Park Circle
East Hartford, Connecticut 06108
(860) 610-6000

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

Copies to:

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Approximate date of proposed commencement of sale to 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 Securities Act of 1933, 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 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 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 for the same offering. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered -----	Amount of Securities to be Registered in the Offering -----	Proposed Maximum Offering Price Per Security -----	Proposed Maximum Aggregate Dollar Price of Securities to be Registered -----	Amount of Fee (8) -----
Common Stock	2,594,260 Shares (1)	\$1.89	\$4,903,151.40	\$524.64
Common Stock	97,350 Shares (2)	\$1.89	\$ 183,991.50	\$ 19.69
Common Stock	1,070,855 Shares (3)	\$1.89	\$2,023,915.90	\$216.56
Common Stock	701,181 Shares (4)	\$1.89	\$1,325,232.00	\$141.80
Common Stock	58,071 Shares (5)	\$1.89	\$ 109,754.19	\$ 11.74
Common Stock	250,000 Shares (6)	\$1.89	\$ 472,500.00	\$ 50.56
Common Stock	30,000 Shares (7)	\$1.89	\$ 56,700.00	\$ 6.07
Total Securities to be Registered	4,801,717 Shares	\$1.89	\$9,075,244.90	\$971.06