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NANOPIERCE TECHNOLOGIES INC
Form S-2
February 25, 2004

As filed with the Securities and Exchange Commission on February 25, 2004

Registration No. 333-_____

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

FORM S-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NANOPIERCE TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

84-0992908
(I.R.S. Employer
Identification No.)

370 17TH STREET, SUITE 3640
DENVER, COLORADO 80202
(303) 592-1010
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

PAUL H. METZINGER
PRESIDENT AND CHIEF EXECUTIVE OFFICER
NANOPIERCE TECHNOLOGIES, INC.
370 17TH STREET, SUITE 3640
DENVER, COLORADO
(303) 592-1010
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With copies sent to:
ROBERT J. AHRENHOLZ, ESQ.
JOSHUA M. KERSTEIN, ESQ.
KUTAK ROCK LLP
1801 CALIFORNIA STREET, SUITE 3100
DENVER, COLORADO 80202
(303) 297-2400

Approximate date of commencement of the proposed sale to the public: From
time to time after this Registration Statement becomes effective.

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, check the following box.

If the registrant elects to deliver its latest annual report to
stockholders, or a complete and legal facsimile thereof, pursuant to Item
11(a)(1) of this Form, 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, please check the following box
and list the Securities Act registration statement number of the earlier

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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 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.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (3) |
|--|----------------------------|---|---|--------------------------------|
| Common stock, \$.0001 par value per share | 82,600,000 | \$ 0.48 | \$ 39,648,000 | \$ 5,023.40 |