

Edgar Filing: SVI SOLUTIONS INC - Form RW

SVI SOLUTIONS INC  
Form RW  
February 11, 2003

February 10, 2003

Securities and Exchange Commission  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: SVI Solutions, Inc.  
Request to Withdraw Registration Statement on Form S-3  
Filed on January 23, 2001  
SEC File Number 333-54168

Ladies and Gentlemen,

Pursuant to Rule 477 of the Securities Act of 1933, as amended, (the "Act") SVI Solutions, Inc. (the "Company") hereby requests that the Securities and Exchange Commission (the "Commission") consent to the withdrawal of the Company's Registration Statement on Form S-3 which was filed with the Commission on January 23, 2001 (File Number 333-54168), along with any exhibits, (the "Registration Statement").

The Company requests that such consent be granted on grounds that the Company is not currently eligible to use Form S-3 for the purpose of registering the sale of shares in a secondary offering and that the Company intends to file a Form S-1 to supersede the Registration Statement.

The Company confirms that the Registration Statement has not been declared effective, no securities have been sold pursuant to the Registration Statement or the prospectus contained therein, and no preliminary prospectus contained in the Registration Statement has been distributed.

Pursuant to the foregoing, the Company hereby respectfully requests that a written order granting the withdrawal of the Registration Statement be issued by the Commission.

It is our understanding that this application for withdrawal of the Registration Statement will be deemed granted as of the date that it is filed with the Commission unless, within fifteen days after such date, the Company received notice from the Commission that this application will not be granted.

If you have any questions regarding this application for withdrawal, please contact Harry J. Proctor, Esq. of Solomon Ward Seidenwurm & Smith, LLP, legal counsel to the Company, at (619) 231-0303.

SVI SOLUTIONS, INC.

By: /s/ Barry Schechter

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Barry Schechter, Chief Executive Officer