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CPI AEROSTRUCTURES INC
Form POS AM
June 17, 2003

As filed with the Securities and Exchange Commission on June 17, 2003
Registration No. 333-101902

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST -EFFECTIVE AMENDMENT NO. 1

TO

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CPI AEROSTRUCTURES, INC.
(Name of Small Business Issuer in its Charter)

| | | |
|--|--|--|
| New York ----- (State or other jurisdiction of incorporation or organization) | 3728 ----- (Primary Standard Industrial Classification Code Number) | 11-2520310 ----- (I.R.S. Employer Identification No.) |
|--|--|--|

200A Executive Drive, Edgewood, New York 11717
(631) 586-5200
(Address and telephone number of principal executive offices)
Arthur August, Chairman and Chief
Executive Officer
CPI Aerostructures, Inc.
200A Executive Drive
Edgewood, New York 11717
(631) 586-5200
(Name, Address and Telephone Number of Agent for Service)

Copy to:
David Alan Miller, Esq.
Graubard Miller
600 Third Avenue
New York, NY 10016
Telephone: (212) 818-8800
Facsimile (212) 682-2320

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 statement for the same offering. [X] 333-01902

ITEM 27. Exhibits

The Registrant hereby amends this Registration Statement in order to include a current version of the Underwriting Agreement.

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| Exhibit Number ----- | Name of Exhibit ----- |
|-------------------------|--|
| *1.1 | Underwriting Agreement |
| 3.1 | Certificate of Incorporation of the Company, as amended. (1) |
| 3.1(a) | Certificate of Amendment of Certificate of Incorporation filed on July 14 |
| 3.2 | Amended and Restated By-Laws of the Company. (1) |
| ***4.7 | Form of Warrant issued to Underwriter |
| ***5.1 | Opinion of Graubard Miller |
| 10.1 | 1992 Stock Option Plan. (1) |
| 10.2 | 1995 Employee Stock Option Plan. (3) |
| 10.3 | Form of military contract. (1) |
| 10.4 | Asset Purchase Agreement, dated September 9, 1997 by and among Kolar Ma New York corporation, Daniel Liguori, the Company and Kolar, Inc corporation and wholly-owned subsidiary of the Company. (5) |
| 10.5 | 1998 Performance Equity Plan. (2) |
| 10.6 | Performance Equity Plan 2000. (4) |
| 10.7 | Stock Option Agreement, dated August 14, 2001, between Edward J. Fred a (5) |
| 10.8 | Stock Option Agreement, dated August 14, 2001, between Arthur August a (6) |
| 10.9 | Employment Agreement, dated August 14, 2001, between Edward J. Fred a (7) |
| 10.10 | Employment Agreement, dated August 14, 2001, between Arthur August and th |
| 10.11 | Peaceful Possession Agreement, by and among Kolar, Inc., JP Morgan Ch the Chase Manhattan Bank and JP Morgan Leasing, Inc., dated January 24 schedule). (8) |
| 10.12 | Auction Sale Agreement, among Daley-Hodkin Corporation, Kolar, Inc., and JP Morgan Leasing, Inc., dated January 10, 2002. (8) |
| 10.13 | Amended and Restated Credit Agreement, among the Borrowers, the Lenders dated June 25, 2002. (9) |

| Exhibit Number ----- | Name of Exhibit ----- |
|-------------------------|--------------------------|
|-------------------------|--------------------------|

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- 10.14 Form of Replacement Term Note, between Kolar and JP Morgan, dated June 25, 2002.
- 10.15 Tranche C Intercreditor and Subordination Agreement, among the Lenders, and JP Morgan, dated June 25, 2002. (9)
- 10.16 Tranche C Term Note, among the Borrowers and JP Morgan, dated June 25, 2002.
- 10.17 Amendment to Intercreditor and Subordination Agreement, among the Subor (as therein defined), the Borrowers and JP Morgan, dated June 25, 2002.
- 10.18 Amendment to Guarantee and Collateral Agreement among the Borrowers dated June 25, 2002. (9)
- 10.19 Tranche C Mortgage, Fixture Filing and Assignment of Leases and Rents, and JPMorgan, dated June 25, 2002. (9)
- 10.20 Amendment to Security Agreement, between the Borrowers and Ralok, dated (9)
- 10.21 Amended and Restated Seller Note, between the Borrowers and Ralok, 2002. (9)
- 10.22 CPI Seller Guaranty Amendment, among CPI and Ralok, dated June 25, 2002.
- 10.23 Seller Mortgage Subordination Agreement, between Ralok and JPMorgan, 2002. (9)
- 10.24 Mortgage Modification Agreement, between Kolar and JPMorgan, dated June 25, 2002.
- ***10.25 Agreement among Ralok, Inc., the Company and Green & Selfler, as Escrow Agent, dated November 26, 2002, regarding right to purchase note.
- ***10.26 Form of Merger & Acquisition Agreement, between the Underwriter and the Company, dated June 25, 2002.
- ***10.27 Registration Rights Agreement, between the Registrant and GECapital, dated February 26, 2002.
- ***10.27.1 Schedule of Omitted Document in the form of Exhibit 10.27, including material differences from Exhibit 10.27.1 which such document differs from Exhibit 10.27.
- ***10.28 Letter Agreement Amending Employment Agreement, between Edward J. Fredrickson and the Company, dated December 12, 2002.
- ***10.29 Letter Agreement Amending Employment Agreement, between Edward J. Fredrickson and the Company, dated January 1, 2003.
- ***10.30 Letter Agreement Amending Employment Agreement, between Arthur August and the Company, dated January 1, 2003.

Exhibit Number

Name of Exhibit

- ***21.1 Subsidiaries of the Registrant.
- ***23.1 Consent of Graubard Miller (included as part of its opinion).

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***23.2 Consent of Goldstein Golub Kessler LLP.
***24.1 Power of Attorney (included on signature page).
***99.1 Consent of Person to Become Director.

- * Filed herewith.
 - ** To be filed by amendment.
 - *** Previously filed.
- (1) Filed as an exhibit to the Company's Registration Statement on Form S-1 (No. 33-49270) declared effective on September 16, 1992 and incorporated herein by reference.
 - (2) Filed as an exhibit to the Company's Annual Report on Form 10-KSB for December 31, 1998 and incorporated herein by reference.
 - (3) Filed as an exhibit to the Company's Annual Report on Form 10-KSB for December 31, 1995 and incorporated herein by reference.
 - (4) Filed as an exhibit to the Company's Annual Report on Form 10-KSB for December 31, 2000 and incorporated herein by reference.
 - (5) Filed as an exhibit to Schedule 13D filed on behalf of Edward J. Fred on October 19, 2001 and incorporated herein by reference.
 - (6) Filed as an exhibit to Schedule 13D filed on behalf of Arthur August on October 19, 2001 and incorporated herein by reference.
 - (7) Filed as an exhibit to the Company's Quarterly Report on Form 10-QSB for September 30, 2001 and incorporated herein by reference.
 - (8) Filed as an exhibit to the Company's Current Report on Form 8-K for January 22, 2002, as amended, and incorporated herein by reference.
 - (9) Filed as an exhibit to the Company's Current Report on Form 8-K for June 27, 2002.
 - (10) Filed as an exhibit to the Company's Annual Report on Form 10-K for December 31, 1992 and incorporated herein by reference.
 - (11) Filed as an exhibit to the Company's Current Report on Form 8-K for April 29, 1994, as amended, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this amendment and authorized this registration statement to be signed on its behalf by the undersigned, hereunto duly authorized, in Edgewood, New York on June 16, 2003.

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CPI AEROSTRUCTURES, INC.

By /s/ Edward J. Fred

Edward J. Fred
Chief Executive Officer, President,
acting Chief Financial Officer
(Principal Executive, Accounting and
Financial Officer), Secretary and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| | | |
|---|--|---------------|
| * ----- Arthur August | Chairman of the Board | June 16, 2003 |
| /s/ Edward J. Fred ----- Edward J. Fred | Chief Executive Officer, President, acting Chief Financial Officer (Principal Executive, Accounting and Financial Officer), Secretary and Director | June 16, 2003 |
| * ----- Walter Paulick | Director | June 16, 2003 |
| * ----- Kenneth McSweeney | Director | June 16, 2003 |
| ----- A. C. Providenti | Director | |
| ----- Eric Rosenfeld | Director | |

* By: /s/ Edward J. Fred

Edward J. Fred,
as Attorney in Fact