

SMART ONLINE INC  
Form POS AM  
March 24, 2008

As filed with the Securities and Exchange Commission on March 24, 2008.

Registration No. 333-141853

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

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Post-Effective Amendment No. 1 to  
FORM S-1  
REGISTRATION STATEMENT  
*Under*  
*THE SECURITIES ACT OF 1933*

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**SMART ONLINE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or  
organization)

**7372**

(Primary Standard Industrial  
Classification Code Number)

**95-4439334**

(I.R.S. Employer  
Identification Number)

**2530 Meridian Parkway, 2nd Floor  
Durham, North Carolina 27713  
(919) 765-5000**

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

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**David E. Colburn  
Smart Online, Inc.  
2530 Meridian Parkway, 2nd Floor  
Durham, NC 27713  
(919) 765-5000**

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

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Copy to:

**Margaret N. Rosenfeld, Esq.  
Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.  
2500 Wachovia Capitol Center  
Raleigh, North Carolina 27601  
(919) 821-1220**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

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 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 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 statement for the same offering.

If the 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the "Amendment") relates to the Registration Statement on Form S-1 (File No. 333-141853), as amended (the "Registration Statement"), of Smart Online, Inc. (the "Registrant"), which registered 8,707,051 shares of the Registrant's common stock, par value \$0.001 per share, for resale by the selling security holders named therein. The offering contemplated by the Registration Statement has terminated by virtue of the termination of the Registrant's contractual obligations to maintain the effectiveness of the Registration Statement. Pursuant to an undertaking contained in the Registration Statement, the Registrant is filing this Amendment to deregister all securities registered under the Registration Statement that remain unsold by the selling security holders named therein as of the date this Amendment is filed. As of March 19, 2008, to the best of the Registrant's knowledge based on the information available to it, there were 7,525,023 shares remaining unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Durham, State of North Carolina, on March 19, 2008.

**SMART ONLINE, INC.**

March 19, 2008 By: /s/ David E. Colburn  
David E. Colburn  
President and Chief Executive Officer

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 dates indicated:

March 19, 2008 By: /s/ David E. Colburn  
David E. Colburn  
Principal Executive Officer and Director

March 19, 2008 By: /s/ Nicholas A. Sinigaglia  
Nicholas A. Sinigaglia  
Principal Financial Officer and  
Principal Accounting Officer

March 19, 2008 By: /s/ Thomas Furr  
Thomas Furr  
Chief Strategy Officer and Director

March 19, 2008 By: /s/ Doron Roethler  
Doron Roethler  
Chairman of the Board

March \_\_, 2008 By: \_\_\_\_\_  
Shlomo Elia  
Director

March 19, 2008 By: /s/ C. James Meese, Jr.  
C. James Meese, Jr.  
Director

March 19, 2008 By: /s/ Philippe Pouponnot  
Philippe Pouponnot  
Director