

MY CATALOGS ONLINE, INC.  
Form POS AM  
January 07, 2011

As filed with the Securities and Exchange Commission on January 7, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MY CATALOGS ONLINE, INC.

(Exact name of registrant as specified in its charter)

Nevada	5961	26-4170100
(State or other jurisdiction of incorporation or organization)	(Primary standard industrial classification code number)	(IRS employer identification number)

6365 N.W. 6<sup>th</sup> Way, Suite 140

Fort Lauderdale, FL 33309

(954) 903-9373

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

Copies to:

Kimberly L. Graus, Esq.

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4949 SR 64 E, #141

Bradenton, Florida 34208

(941) 747-5290

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, 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 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 statement 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 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer . Accelerated filer .  
Non-accelerated filer . (Do not check if a smaller reporting company) X .  
company)

**DEREGISTRATION OF SECURITIES**

On August 12, 2010, My Catalogs Online, Inc. (the Registrant ) filed with the Securities and Exchange Commission (the Commission ) a registration statement on Form S-1, Registration No. 333-163439 (the Registration Statement ), for the offering by the Company of up to 2,500,000 shares of the Registrant s common stock, par value \$0.001 (the Common Stock ). The offering was closed by the Company on January 4, 2011. The Registrant files this Post-Effective Amendment No. 1 to the Registration Statement and hereby deregisters all unsold shares of the Common Stock that were registered but have not been, and will not be, sold pursuant to the Registration Statement and consisting of 1,712,200 shares.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Ft. Lauderdale, State of FL on this 7th day of January 2011.

MY CATALOGS ONLINE, INC.

By: */s/ Ronald Teblum*  
Ronald Teblum  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: January 7, 2011

By: */s/ Ronald Teblum* \_\_\_\_\_

Ronald Teblum

President & Chief Executive Officer

Date: January 7, 2011

By: */s/ Jerold D. Burden* \_\_\_\_\_

Jerold D. Burden

Chairman of the Board, CFO (Principal Financial and Principal Accounting Officer), Secretary, Treasurer and Director

