

ACCESS INTEGRATED TECHNOLOGIES INC
Form S-3/A
June 20, 2006

As filed with the Securities and Exchange Commission on June 20, 2006
Registration No. 333-130553

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

| | | |
|---|--|--|
| DELAWARE | 7389 | 22-3720962 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification | (I.R.S. Employer Identification No.) |

55 Madison Avenue, Suite 300
Morristown, NJ 07960
(973) 290-0080

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

A. DALE MAYO
Chief Executive Officer and President
Access Integrated Technologies, Inc.
55 Madison Avenue, Suite 300
Morristown, NJ 07960
(973) 290-0080

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

WITH A COPY TO:

JONATHAN K. COOPERMAN, ESQ.
Kelley Drye & Warren LLP
101 Park Avenue
New York, New York 10178
(212) 808-7800

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not
applicable.

If the only securities being registered on this form are being offered

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pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF SECURITIES

Access Integrated Technologies, Inc. (the "Registrant") is filing this post-effective amendment to deregister securities registered for issuance on Registration Statement on Form S-3, No. 333-130553 (the "Registration Statement"). The Registration Statement registered \$75,000,000 of securities of the Registrant. All securities which remain unsold under the Registration Statement are hereby deregistered. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statement.

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The exhibits listed in the following table have been filed as part of this registration statement.

| EXHIBIT NUMBER | DESCRIPTION OF DOCUMENT |
|-------------------|--|
| 1.1 | Underwriting Agreement (previously filed). |

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- 5.1 Opinion of Kelley Drye & Warren LLP (previously filed).
- 23.1 Consent of Kelley Drye & Warren LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP (previously filed).
- 23.3 Consent of Eisner LLP (previously filed).
- 24.1 Powers of Attorney (included on signature page of Registration Statement on Form S-3).

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 for the sale of securities and authorized this amendment to the Form S-3 registration statement to be signed on its behalf by the undersigned, in the City of Morristown, State of New Jersey, on the 20th day of June, 2006.

ACCESS INTEGRATED TECHNOLOGIES, INC.

By: /S/ GARY S. LOFFREDO

 Gary S. Loffredo
 Senior Vice President - Business
 Affairs, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURES ----- | TITLE ----- | DATE ---- |
|---|--|---------------|
| * ----- A. Dale Mayo | President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | June 20, 2006 |
| * ----- Kevin J. Farrell | Senior Vice President - Data Center Operations and Director | June 20, 2006 |
| * ----- Brett E. Marks | Senior Vice President - Business Development and Director | June 20, 2006 |
| /s/ Gary S. Loffredo ----- Gary S. Loffredo | Senior Vice President - Business Affairs, General Counsel, Secretary and Director | June 20, 2006 |

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| | | |
|------------------------------------|---|---------------|
| * ----- Brian D. Pflug | Senior Vice President - Accounting and Finance (Principal Financial and Accounting Officer) | June 20, 2006 |
| * ----- Robert Davidoff | Director | June 20, 2006 |
| * ----- Wayne L. Clevenger | Director | June 20, 2006 |
| * ----- Matthew W. Finlay | Director | June 20, 2006 |
| * ----- Gerald C. Crotty | Director | June 20, 2006 |
| * ----- Robert E. Mulholland | Director | June __, 2006 |

* By /S/ GARY S. LOFFREDO
Gary S. Loffredo, as
Attorney-in-Fact