

UROPLASTY INC
Form S-3/A
December 19, 2006

As filed with the Securities and Exchange Commission on December 19, 2006

Registration No. 333-128313

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

**AMENDMENT NO. 4
TO FORM SB-2 ON
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UROPLASTY, INC.

(Exact Name of Registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

41-1719250

(I.R.S. Employer
Identification No.)

**5420 Feltl Road
Minnetonka, Minnesota 55343**

Telephone: (952) 426-6140

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

**David B. Kaysen
President and Chief Executive Officer**

**5420 Feltl Road
Minnetonka, Minnesota 55343**

Telephone: (952) 426-6140

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

Copies to:

**Jeffrey C. Robbins, Esq.
Messerli & Kramer P.A.
150 South Fifth Street, Suite 1800
Minneapolis, Minnesota 55402
Telephone: (612) 672-3600
Facsimile: (612) 672-3777**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.**

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. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon the filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box . o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|------------------------------------------------------------------------------|-------------------------|------------------------------------------|-------------------------------------------|----------------------------|
| Common Stock, par value \$0.01 per share, issuable upon exercise of warrants | 684,992 | \$ 2.90 ⁽¹⁾ | \$ 1,986,477 | \$ 232.00 |
| Common Stock, par value \$0.01 per share, issuable upon exercise of warrants | 50,000 | \$ 3.00 ⁽²⁾ | \$ 150,000 | \$ 18.00 |
| Common Stock, par value \$0.01 per share, issuable upon exercise of warrants | 50,000 | \$ 5.00 ⁽³⁾ | \$ 250,000 | \$ 29.00 |
| Total | | | | \$ 279.00 ⁽⁴⁾ |

(1) Estimated based on the average of the high and low prices of our common stock on September 8, 2005, as reported on the American Stock Exchange, in accordance with Rule 457(g).

(2) Estimated based on the exercise price of \$3.00 per share, in accordance with Rule 457(g).

(3) Estimated based on the exercise price of \$5.00 per share, in accordance with Rule 457(g).

(4) The Registrant previously paid \$288.00, consisting of \$213.00 at the time it filed the initial Registration Statement on September 14, 2005 and an additional \$75.00 when it filed Amendment No. 1 on February 21, 2006.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 4 to the Registration Statement on Form S-3 (File No. 333-128313) of Uroplasty, Inc. is being filed solely to reflect in the Calculation of Registration Fee table a reduction in number of shares of common stock being registered. No other changes have been made to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 4 to the Registration Statement (No. 333-128313) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota, on December 19, 2006.

UROPLASTY, INC.

By: DAVID B. KAYSEN

David B. Kaysen
*President and Chief Executive
 Officer*

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement (No. 333-128313) has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title/Capacity | Date |
|-----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|----------------------|
| /s/ DAVID B. KAYSEN David B. Kaysen | President, Chief Executive Officer and Director (Principal Executive Officer) | December 19, 2006 |
| /s/ MAHEDI A. JIWANI Mahedi A. Jiwani | Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | December 19, 2006 |
| /s/ R. PATRICK MAXWELL* R. Patrick Maxwell | Chairman of the Board of Directors | December 19, 2006 |
| /s/ THOMAS E. JAMISON* Thomas E. Jamison | Director | December 19, 2006 |
| /s/ LEE A. JONES* Lee A. Jones | Director | December 19, 2006 |
| /s/ JAMES P. STAUNER* James P. Stauner | Director | December 19, 2006 |
| /s/ SVEN A. WEHRWEIN* Sven A. Wehrwein | Director | December 19, 2006 |

*By: /s/ MAHEDI A. JIWANI

Mahedi A. Jiwani, as attorney-in-fact

