

BALLANTYNE OF OMAHA INC
Form S-1/A
June 22, 2004

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As filed with the Securities and Exchange Commission on June 22, 2004

Registration No. 333-116428

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Amendment No. 1

to

Form S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Ballantyne of Omaha, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3968
(Primary Standard Industrial
Classification Code Number)

47-0587703
(I.R.S. Employer Identification No.)

**4350 McKinley Street
Omaha, Nebraska 68112
Telephone: (402) 453-4444**

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

**Brad J. French
Chief Financial Officer
Ballantyne of Omaha, Inc.
4350 McKinley Street
Omaha, Nebraska 68112
Telephone: (402) 453-4444**

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

Copies to:

**Stephen E. Gehring
Michael C. Pallesen
Cline, Williams, Wright, Johnson & Oldfather, L.L.P.
1125 South 103rd Street, Suite 320
Omaha, Nebraska 68124
Phone: (402) 397-6314
Facsimile: (402) 397-1806**

**Joseph O. Kavan
Kutak Rock LLP
The Omaha Building
1650 Farnam Street
Omaha, Nebraska 68102
Phone: (402) 346-6000
Facsimile: (402) 346-1148**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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, 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 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 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.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Offering Price | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee | |
|---|--|--|-----------------------------------|-------------|
| Amount to be Registered | Per Unit | | | |
| Common Stock | 3,917,027 Shares | \$3.16* | \$12,377,805.00* | \$1,568.27* |

* Computed pursuant to Rule 457(c) using \$3.16 per share as the average high and low prices of the common stock on June 4, 2004. Fee previously paid.

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 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS*****Item 13. Other Expenses of Issuance and Distribution***

The following table shows the costs and expenses, other than underwriting discounts, payable in connection with the sale and distribution of the securities being registered. Except as otherwise noted, Balco will pay all of these amounts. All amounts except the Securities and Exchange Commission Registration fee and the National Association of Securities Dealers, Inc. filing fees are estimated.

| | |
|---|--------------|
| Securities and Exchange Commission Registration Fee | \$ 1,568.27 |
| National Association of Securities Dealers, Inc. Filing Fee | \$ 0 |
| Printing and Engraving Expenses | \$ 1,000.00 |
| Legal Fees and Expenses | \$ 35,000.00 |
| Accounting Fees and Expenses | \$ 22,000.00 |
| Transfer Agent and Registration Fees and Expenses | \$ 1,000.00 |
| Miscellaneous | \$ 2,000.00 |
| | <hr/> |
| | \$ 62,568.27 |
| | <hr/> |

Item 16. Exhibits and Financial Statement Schedule

(a)

Exhibits

- 5.1 Opinion of Cline, Williams, Wright, Johnson & Oldfather, L.L.P. (filed herewith).
 23.1 Consent of KPMG LLP (filed herewith).
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska on June 21, 2004.

BALLANTYNE OF OMAHA, INC.

By: /s/ JOHN P. WILMERS

Name: John P. Wilmers
 Title: President and Chief Executive Officer
 (Principal Executive Officer)

By: /s/ BRAD J. FRENCH

Name: Brad J. French
 Title: Chief Financial Officer (Principal Financial
 Officer and Principal Accounting 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.

| Signataure | Title | Date |
|--|--|---------------|
| /s/ WILLIAM F. WELSH, II* _____ William F. Welsh, II | Director and Chairman of the Board | June 21, 2004 |
| /s/ JOHN P. WILMERS _____ John P. Wilmers | Director, President and Chief Executive Officer | June 21, 2004 |
| /s/ ALVIN ABRAMSON* _____ Alvin Abramson | Director | June 21, 2004 |
| /s/ DANA C. BRADFORD* _____ Dana C. Bradford | Director | June 21, 2004 |
| /s/ MARK D. HASEBROOCK* _____ Mark D. Hasebroock | Director | June 21, 2004 |

*
 By Brad J. French, Power of Attorney

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 5.1 | Opinion of Cline, Williams, Wright, Johnson & Oldfather, LLP. |
| 23.1 | Consent of KPMG LLP. |

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SIGNATURES

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