

Converted Organics Inc.  
Form S-1MEF  
October 14, 2009

As filed with the Securities and Exchange Commission on October 14, 2009

Registration No. 333-\_\_\_\_\_

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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Converted Organics Inc.**  
(Exact name of registrant as specified in its charter)

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

**2873**  
(Primary Standard Industrial  
Classification Code Number)

**20-4075963**  
(I.R.S. Employer  
Identification Number)

**7A Commercial Wharf West  
Boston, MA 02110  
(617) 624-0111**

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

**Edward J. Gildea  
Chief Executive Officer  
7A Commercial Wharf West  
Boston, MA 02110  
(617) 624-0111**

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

Copies to:

**Ralph V. De Martino, Esq.  
Cavas S. Pavri, Esq.**

**Cozen O'Connor  
The Army & Navy Club Building  
1627 I Street, NW, Suite 1100  
Washington, DC 20006  
(202) 912-4800  
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**Kenneth R. Koch, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo,  
P.C.  
666 Third Avenue  
New York, NY 10017  
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Facsimile: (212) 983-3115**

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

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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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ File No. 333-161917

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. ☐

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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 ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per security (1)</b>	<b>Proposed maximum aggregate offering price(1)</b>	<b>Amount of registration fee</b>
Units, each consisting of one share of Common Stock, \$.0001 par value, and one Class H Warrant (2)	2,875,000 Units	\$ 1.06	\$ 3,047,500	\$ 170.05
Shares of Common Stock included as part of the Units (2)	2,875,000 Shares			(3)
Class H Warrants included as part of the Units (2)	2,875,000 Class H Warrants			(3)
Shares of Common Stock underlying the Class H Warrants included in the Units (4)	2,875,000 Shares of Common Stock	\$ 1.30	\$ 3,737,500	\$ 208.55
Total			\$ 6,785,000	\$ 378.60

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Includes 375,000 Units, 375,000 shares of Common Stock and 375,000 Class H Warrants

underlying such  
Units which may  
be issued on  
exercise of a  
45-day option  
granted to the  
Underwriters to  
cover  
over-allotments,  
if any.

(3) No fee pursuant  
to Rule 457(g).

(4) Pursuant to  
Rule 416, there  
are also being  
registered such  
additional  
securities as may  
be issued to  
prevent dilution  
resulting from  
stock splits,  
stock dividends  
or similar  
transactions as a  
result of the  
anti-dilution  
provisions  
contained in the  
Class H  
Warrants.

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

**Explanatory Note**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's independent registered public accounting firm. This registration statement relates to our registration statement on Form S-1 (File No. 333-161917), including the exhibits and power of attorney thereto initially filed by the Company on September 15, 2009 and amended on October 2, 2009 and October 14, 2009 (the "Initial Registration Statement"), and declared effective by the Securities and Exchange Commission (the "Commission") on October 14, 2009. We are filing this registration statement for the sole purpose of increasing the aggregate number of units offered by us by 2,875,000 units, 375,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional units to cover over-allotments, if any. Pursuant to Rule 462(b), the contents of the Initial Registration Statement are incorporated by reference into this registration statement.

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# SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on October 14, 2009.

## CONVERTED ORGANICS INC.

By: /s/ Edward J. Gildea  
 Name: **Edward J. Gildea**  
 Title: **Chairman, 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:

Signature	Title	Date
/s/ Edward J. Gildea	Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 14, 2009
Edward J. Gildea		
/s/ David R. Allen	Chief Financial Officer, Executive Vice President of Administration (Principal Financial Officer)	October 14, 2009
David R. Allen		
/s/ Ellen P. O Neil	Chief Accounting Officer	October 14, 2009
Ellen P. O Neil		
*	Director	October 14, 2009
Robert E. Cell		
*	Director	October 14, 2009
John P. DeVillars		
*	Director	October 14, 2009
Edward A. Stoltenberg		

\* By: /s/ Edward J. Gildea  
 Edward J. Gildea Attorney-in-fact

**EXHIBIT INDEX**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-161917 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith.

**Exhibit**

<b>No.</b>	<b>Description</b>
5	Opinion of Cozen O Connor
23.1	Consent of CCR LLP
23.2	Consent of Cozen O Connor (included in Exhibit 5)