

QUANTUM GROUP INC /FL
Form SB-2/A
July 06, 2007

As filed with the Securities and Exchange Commission on July 6, 2007

Registration No. 333-142990

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**AMENDMENT NO. 3 TO
FORM SB-2**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE QUANTUM GROUP, INC.

(Name of Small Business Issuer in Its Charter)

| | | |
|---|---|---|
| Nevada | 8742 | 20-0774748 |
| <i>(State or Other Jurisdiction of Incorporation or Organization)</i> | <i>(Primary Standard Industrial Classification Code Number)</i> | <i>(I.R.S. Employer Identification No.)</i> |
| | 3420 Fairlane Farms Road, Suite C | |

Wellington, Florida 33414

*(Address and Telephone Number of Principal Executive Offices)
(Address of Principal Place of Business)*

**Noel J. Guillama
Chief Executive Officer
The Quantum Group, Inc.
3420 Fairlane Farms Road, Suite C
Wellington, Florida 33414
(561) 798-9800**

(Name, Address and Telephone Number of Agent for Service)

Copies to:

Joel D. Mayersohn, Esq.
Arnstein & Lehr LLP
200 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
(954) 713-7600

Ralph V. DeMartino, Esq.
Alec Orudjev, Esq.
Cozen O Connor
1627 I Street, NW, Suite 1100
Washington, DC 20006
(202) 912-4800

As soon as practicable after the effective date of this registration statement.

(Approximate Date of Proposed Sale to the Public)

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.

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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

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 Commission, acting pursuant to said Section 8(a), may determine.

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee |
|--|--------------------------------|--|--|-----------------------------------|
| Units each consisting of two shares of Common Stock, par value .001 per share (Common Stock), and two Common Stock Purchase Warrants (Warrant) (2) | 1,725,000 | \$10.00(3) | \$17,250,000 | \$529.58 |
| Shares of Common Stock included as part of the Units (2) | 3,450,000 | | | |
| Warrants included as part of the Units (2) | 3,450,000 | | | |
| Shares of Common Stock underlying the Warrants included in the Units (2)(5) | 3,450,000 | 5.00(4) | 17,250,000 | 529.58 |
| Representative s Unit Purchase Option (UPO) | 150,000 | ..0006667 | 100 | .0003 |
| Units underlying the UPO, each consisting of two shares of Common Stock and two Warrants | 150,000 | 10.00(5) | 1,500,000 | 46.05 |
| Shares of Common Stock included as part of the UPO | 300,000 | | | |
| Warrants included as part of the UPO | 300,000 | | | |
| TOTAL | | | \$36,000,100 | \$1,105.21 |

(1)

The number of units to be registered and the per-unit price will depend on the market price of our Common Stock.

(2)

Includes 225,000 Units, and 450,000 shares of Common Stock and 450,000 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)

Estimated at \$10.00 per unit, for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act.

(4)

Estimated at \$5.00 per share, for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act.

(5) Estimated at \$10.00 per unit, for purposes of calculating the registration fee in accordance with

Rule 457(g)(2) under the Securities Act.

EXPLANATORY NOTE

The purpose of this amendment is to reconcile the proposed maximum offering price per share for the Representative s Unit Purchase Option disclosed within the Calculation of Registration Fee and correct the total of the Proposed Maximum Aggregate Offering Price.

SIGNATURES

In accordance with 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 SB-2 and authorized this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, in the city of Wellington, State of Florida, on July 6, 2007.

THE QUANTUM GROUP, INC.

By: /s/ Noel J. Guillama
Noel J. Guillama,
President and Chief Executive Officer

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

/s/ Noel J. Guillama
Noel J. Guillama, Director
President and Chief Executive Officer

Date: July 6, 2007

Mark Haggerty, Director
Date:

/s/ James D. Baker
James D. Baker, Director
Date: July 6, 2007

Peter Nauert, Director
Date:

/s/ Alberto Del Valle
Alberto Del Valle, Director
Date: July 6, 2007

Jose de la Torre, Director

/s/ Donald B. Cohen
Donald B. Cohen, Director
Vice President and Chief Financial
Officer (Principal Accounting
Officer)
Date: July 6, 2007

/s/ Susan Darby Guillama
Susan D. Guillama, Director
Vice President
Date: July 6, 2007

/s/ Michael Rosenbaum
Michael Rosenbaum, Director
Date: July 6, 2007

Gregg M. Steinberg, Director
Date:

Lawrence B. Fisher, Director
Date:

Date: