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LYNCH CORP
Form S-2/A
October 26, 2005

As filed with the Securities and Exchange Commission on October 26, 2005
Registration No. 333-126335
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 5 TO
FORM S-2

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LYNCH CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

INDIANA 38-1799862
(State or Other Jurisdiction of (I.R.S. Employer Identification Number)
Incorporation or Organization)

140 GREENWICH AVENUE, 4TH FLOOR
GREENWICH, CONNECTICUT 06830
(203) 622-1150
(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

JOHN C. FERRARA
PRESIDENT AND CHIEF EXECUTIVE OFFICER
LYNCH CORPORATION
140 GREENWICH AVENUE, 4TH FLOOR
GREENWICH, CONNECTICUT 06830
(203) 622-1150
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

Copy to:
DAVID J. ADLER, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022
(212) 451-2300

Approximate date of commencement of proposed sale to the public:
From time to time 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, please check the following box. /X/

If the registrant elects to deliver its latest annual report to

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security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box. /X/

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, please check the following box. /_/