

MDwerks, Inc.  
Form SB-2/A  
November 13, 2006

As filed with the Securities and Exchange Commission on November 13, 2006

Registration No. 333-132296

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

AMENDMENT NO. 5  
TO  
FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MDWERKS, INC.

(Name of Small Business Issuer in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

7389  
(Primary Standard Industrial  
Classification Code Number)

33-1095411  
(I.R.S. Employer Identification No.)

Windolph Center, Suite I  
1020 N.W. 6th Street  
Deerfield Beach, FL 33442

(Address and Telephone Number of Registrant's Principal Executive Offices)

---

Howard B. Katz  
Chief Executive Officer  
MDwerks, Inc.  
Windolph Center, Suite I  
1020 N.W. 6th Street  
Deerfield Beach, FL 33442  
(954) 389-8300

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

Copy to:

Stephen P. Katz, Esq.  
Peckar & Abramson, P.C.

70 Grand Ave.  
 River Edge, New Jersey 07661  
 (201) 343-3434

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 (“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 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>1</sup>	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	1,231,049	\$ 3.05 <sup>2</sup>	\$ 3,754,699	\$401.75
Common Stock underlying Warrants, exercise price \$2.50 per share	573,800	\$ 3.05 <sup>2</sup>	\$ 1,750,090	\$187.20
Warrants, exercise price \$2.50 per share	573,800	n/a <sup>3</sup>	n/a <sup>3</sup>	n/a <sup>3</sup>
Common Stock underlying Series A Preferred Stock	286,667	\$ 3.05 <sup>2</sup>	\$ 874,334	\$ 93.55
Common Stock underlying Series A Warrants, exercise price \$3.00 per share	566,667	\$ 3.05 <sup>2</sup>	\$ 1,728,334	184.93
Series A Warrants, exercise price \$3.00 per share	566,667	n/a <sup>3</sup>	n/a <sup>3</sup>	n/a
Common Stock underlying Class C Warrants, exercise price \$2.25 per share	111,111	\$ 3.05 <sup>2</sup>	\$ 338,889	\$ 36.20
Common Stock underlying Senior Notes, conversion price \$2.25 per share	2,777,778	\$ 3.05 <sup>2</sup>	\$14,707,777	\$906.53

<sup>1</sup>Pursuant to Rule 416 of the Securities Act, the shares of Common Stock offered hereby also include an indeterminate number of additional shares of Common Stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.

<sup>2</sup>Estimated at \$3.05 per share, the last sale price of Common Stock as reported on the OTC Bulletin Board regulated quotation service on September 21, 2006, for the purpose of calculating the registration fee in accordance with Rule

457(c) under the Securities Act.

<sup>3</sup>Pursuant to rule 457(g) no additional fee is required as shares underlying the warrants are being registered for distribution in this Registration Statement.

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 Section 8(a), may determine.

---

---

Subject to completion, dated \_\_\_\_\_, 2006

## PROSPECTUS

### MDWERKS, INC.

5,547,072 Shares of Common Stock  
573,800 Warrants to Purchase Shares of Common Stock  
566,667 Series A Warrants to Purchase Shares of Common Stock

This prospectus relates to the sale by certain Selling Securityholders identified in this prospectus of up to an aggregate of 5,547,072 shares of common stock, par value \$0.001 per share, which includes (i) 1,231,049 shares of common stock, (ii) 573,800 shares of common stock issuable upon the exercise of warrants with an exercise price of \$2.50 per share, (iii) 566,667 shares of common stock issuable upon the exercise of Series A Warrants, with an exercise price of \$3.00 per share, (iv) 286,667 shares of common stock issuable upon the conversion of Series A Convertible Preferred Stock, (v) 111,111 shares of the common stock issuable upon the exercise of a Class C Warrant with an exercise price of \$2.25 per share, and (vi) 2,777,778 shares of common stock which may be issuable upon conversion of our senior secured convertible notes. All of such shares of common stock are being offered for resale by Selling Securityholders. This prospectus also relates to the sale by certain Selling Securityholders of warrants to purchase an aggregate of 573,800 shares of common stock with an exercise price of \$2.50 per share and Series A Warrants to purchase an aggregate of 566,667 shares of common stock with an exercise price of \$3.00 per share.

We will not receive any of the proceeds from the sale of the shares of common stock or warrants that are subject to this prospectus by the Selling Securityholders. However, we will receive proceeds from the exercise of warrants if they are exercised by the Selling Securityholders. See "Use of Proceeds."

We will bear all costs relating to the registration of the common stock and the warrants that are subject to this prospectus, other than any selling stockholder's legal or accounting costs or commissions.

Our common stock is quoted on the regulated quotation service of the OTC Bulletin Board under the symbol "MDWK.OB." The last sales price of our common stock on November 8, 2006 as reported by the OTC Bulletin Board was \$2.45 per share.

The information in this prospectus is not complete and may be changed. These securities may not be sold (except pursuant to a transaction exempt from the registration requirements of the Securities Act) until the Registration Statement filed with the Securities and Exchange Commission ("SEC") is declared effective. This prospectus is not an

offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

INVESTING IN OUR COMMON STOCK OR WARRANTS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD READ THIS ENTIRE PROSPECTUS CAREFULLY, INCLUDING THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 5 WHICH DESCRIBES MATERIAL RISK FACTORS YOU SHOULD CONSIDER BEFORE INVESTING.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is \_\_\_\_\_, 2006

---

TABLE OF CONTENTS

	PAGE
<u>PROSPECTUS SUMMARY</u>	<u>1</u>
<u>SUMMARY RISK FACTORS</u>	<u>6</u>
<u>RISK FACTORS</u>	<u>7</u>
<u>CAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS AND</u>	
<u>INDUSTRY DATA</u>	<u>20</u>
<u>USE OF PROCEEDS</u>	<u>21</u>
<u>MARKET FOR OUR COMMON STOCK AND RELATED STOCKHOLDER MATTERS</u>	<u>21</u>
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATIONS</u>	<u>23</u>
<u>BUSINESS</u>	<u>31</u>
<u>Description of Business</u>	<u>31</u>
<u>Market for Our Solutions and Services</u>	<u>32</u>
<u>Industry Analysis</u>	<u>35</u>
<u>Market Needs</u>	<u>37</u>
<u>Market Strategy</u>	<u>38</u>
<u>Media Marketing</u>	<u>38</u>
<u>Non-Media Marketing</u>	<u>38</u>
<u>Sales Methods</u>	<u>38</u>
<u>Revenue Generation</u>	<u>39</u>
<u>Competition</u>	<u>39</u>
<u>History of the Company</u>	<u>42</u>
<u>Corporate Information Regarding the Company and its Subsidiaries</u>	<u>43</u>
<u>Employees</u>	<u>44</u>
<u>Intellectual Property</u>	<u>44</u>
<u>Properties</u>	<u>44</u>
<u>Government Regulation</u>	<u>44</u>

<u>Legal Proceedings</u>	<u>44</u>
<u>Directors and Executive Officers</u>	<u>44</u>
<u>Board of Director Composition and Committees</u>	<u>46</u>
<u>Director Compensation</u>	<u>47</u>
<u>Audit Committee Financial Expert</u>	<u>47</u>
<u>Executive Officer Employment Agreements</u>	<u>47</u>
<u>Indemnification of Directors and Officers</u>	<u>48</u>
<u>Incentive Compensation Plan</u>	