

BioElectronics Corp  
Form 8-A12G  
February 16, 2006

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FORM 8-A

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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**BIOELECTRONICS CORPORATION**

(Exact name of registrant as specified in its charter)

Maryland  
(State of incorporation or  
organization)

52-2278149  
(I.R.S. Employer  
Identification No.)

401 Rosemont Avenue, 3<sup>rd</sup>  
Floor  
Rosenstock Hall  
Frederick, Maryland 21701  
(Address of principal executive  
offices, including zip code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. o

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. x

Securities Act registration statement file numbers to which this form relates: 333-131809.

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class  
to be so registered  
Common Stock, \$.001 par value

The Commission is respectfully requested to send copies of all notices, orders and communications to:

**Robert S. Matlin Esq.**  
**Uche D. Ndumele, Esq.**  
Kirkpatrick & Lockhart Nicholson Graham LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 536-3900

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the common stock, \$.001 par value per share (the "Common Stock"), of BioElectronics Corporation (the "Company"), a Maryland corporation.

A description of the Common Stock is contained in the Prospectus included in the Registration Statement on Form SB-2 as originally filed with the Securities and Exchange Commission on February 13, 2006, Registration Statement File No. 333-131809. Such description is incorporated herein by reference.

Item 2. Exhibits.

- | <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 1.                 | Registration Statement on Form SB-2 (SEC File No. 333-131809) as originally filed with the SEC on February 13, 2006 incorporated herein by reference thereto. |
| 2.                 | Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.1 to the Company's Form SB-2, filed with the SEC on February 13, 2006.    |
| 3.                 | Bylaws of the Company, incorporated by reference to Exhibit 3.2 to the Company's Form SB-2, filed with the SEC on February 13, 2006.                          |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement on Form 8-A to be signed on its behalf by the undersigned, thereto duly authorized.

**BIOELECTRONICS  
CORPORATION**

Date: February 16, 2006

By: /s/ Andrew J. Whelan

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Name: Andrew J. Whelan

Title : President

**EXHIBIT INDEX**

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