

DAIS ANALYTIC CORP

Form S-1/A

February 08, 2012

As filed with the Securities and Exchange Commission on February 8 , 2012

Registration No. 333-176894

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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PRE-EFFECTIVE AMENDMENT NO. 5 To

FORM S-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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DAIS ANALYTIC CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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New York  
(State or other jurisdiction  
of  
incorporation or  
organization)

3990  
(Primary Standard  
Industrial  
Classification Code  
Number)

14-1760865  
(I.R.S. Employer  
Identification Number)

11552 Prosperous Drive  
Odessa, FL 33556  
Telephone: (727) 375-8484  
Facsimile: (727) 375-8485  
(Address, Including Zip Code, and  
Telephone Number,  
Including Area Code, of Principal  
Executive Offices)

State of New York – Secretary of State  
Department of State  
One Commerce Plaza  
99 Washington Avenue, 6th Floor  
Albany, New York 12231  
Telephone: (518) 473-2492  
Facsimile: (518) 474-1418  
(Name, Address, Including Zip Code  
and Telephone Number,  
Including Area Code, of Agent for  
Service)

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Los Angeles, California 90024  
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APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement.

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, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee( 2 )
Common stock, \$0.01 par value per share	33,000,000	\$ 0.34	\$ 11,220,000	\$ 1,285.81
Amount Due ( 2 )				\$ 0

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. The Proposed Maximum Aggregate Offering Price is determined by the shares of common stock to be registered multiplied by the Proposed Maximum Offering Price Per Security. For purposes of the registration fee, we used the highest price of our estimated range of the offering price.

( 2 Previously paid \$2,803.82 )

THE COMPANY HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE COMPANY 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, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND WE ARE NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED February 8 , 2012

PRELIMINARY PROSPECTUS

## 33,000,000 Shares of Common Stock

This is a public offering of up to 33,000,000 shares of our common stock.

The public offering price for the common stock offered hereby is estimated to be between \$0.30 and \$0.34 per share. Once the offering price has been determined, the common stock offering price will remain fixed for the duration of the offering. Our common stock is quoted on the OTC Bulletin Board under the symbol "DLYT.OB". On February 8 , 2012, the last reported sale price for our common stock was \$0.26 per share. The proposed aggregate price of the shares offered hereby assuming a midpoint offering price of \$0.32 per share is \$ 10,560,000.

Investing in our securities involves certain risks, including those set forth in the "Risk Factors" section beginning on page 10 of this prospectus as well as those set forth in any prospectus supplement that should be considered in connection with an investment in our securities.

	Per Share	Total
Public Offering Price (1)(2)	\$ 0.32	\$ 10,560,000
Placement agent commission (1)	\$ 0.0192	\$ 633,600
Offering Proceeds to Dais, before expenses(2)	\$ 0.3008	\$ 9,926,400

(1) For the purpose of estimating fees paid to placement agents, we have assumed that they will receive their maximum cash commission on all sales made in the offering assuming the price of \$0.32 per share at the midpoint of the estimated range of our offering price. Does not include additional compensation to the placement agent consisting of warrants entitling the placement agent to purchase the number of shares of common stock equal to 6% of the number of shares of common stock sold by the placement agent in this offering. See "Plan of Distribution" for more information on this offering and the arrangements we have with the placement agent.

(2) We estimate the total expenses of this offering, excluding any placement agents' commissions, will be approximately \$277,804. Because there is no minimum offering amount required as a condition to closing in this offering, the actual public offering amount, the placement agents' commissions, and proceeds to us, if any, are not presently determinable and may be substantially less than the total offering set forth above which is calculated using the midpoint estimated offering price of \$0.32 per share. Once the offering price has been determined, the common stock offering price

will remain fixed for the duration of the offering. See “Plan of Distribution” for more information on this offering.

Our officers and directors will not receive any compensation for their role in offering or selling the shares. The placement agent will receive cash compensation equal to 6% of the aggregate proceeds from the sale of common stock to investors secured by said placement agent and a warrant to purchase 6% of the aggregate number of shares of common stock issued to said purchasers. Any such warrant shall have an exercise price equal to 125% of the price per share paid by investors in this offering, be exercisable at any time, in whole or in part, for five years from the date of effectiveness of the registration statement of which this prospectus is a part, and shall contain a cashless exercise provision. The issuer expects to deliver shares to purchasers in the offering on or about \_\_\_\_\_, 2012.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is \_\_\_\_\_, 2012



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Unless otherwise stated or the context otherwise requires, the terms “Dais Analytic,” “we,” “us,” “our” and the “Company” refer to Dais Analytic Corporation.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with additional or different information. The information contained in this prospectus is accurate only as of the date on the front cover of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock.

No dealer, salesperson or any other person is authorized in connection with this offering to give any information or make any representations about us, the securities offered hereby or any matter discussed in this prospectus, other than those contained in this prospectus and, if given or made, the information or representations must not be relied upon as having been authorized by us. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any security other than the securities offered by this prospectus, or an offer to sell or a solicitation of an offer to buy any securities by anyone in any circumstance in which the offer or solicitation is not authorized or is unlawful.



CAUTIONARY STATEMENT REGARDING  
FORWARD-LOOKING STATEMENTS

This prospectus, including the sections titled “Prospectus Summary”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Description of Business”, “Risk Factors” and other sections generally, contains certain statements that constitute “forward-looking statements”. These forward-looking statements include certain statements regarding intent, belief or current expectations about matters (including statements as to “beliefs,” “expectations,” “anticipations,” “intentions” or similar words). Forward-looking statements are also statements that are not statements of historical fact. Because these statements are based on factors that involve risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. These factors include, among others:

- our ability to achieve and maintain profitability;
- the price volatility of the Common Stock;
- the historically low trading volume of the Common Stock;
- our ability to manage and fund our growth;
- our ability to attract and retain qualified personnel;
- litigation;
- our ability to compete with current and future competitors;
- our ability to obtain additional financing;
- general economic and business conditions;
- our ability to continue as a going concern;
- our ability to do business overseas;
- other risks and uncertainties included in the section of this document titled “Risk Factors”; and
- other factors discussed in our other filings made with the Commission.

The subsequent forward-looking statements relating to the matters described in this document and attributable to us or to persons acting on our behalf are expressly qualified in their entirety by such factors. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks outlined under “Risk Factors” and matters described in this prospectus generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this prospectus will in fact occur. We have no obligation to publicly update or revise these forward-looking statements to reflect new information, future events, or otherwise, except as required by applicable laws, and we caution you not to place undue reliance on these forward looking statements.

Third Party Data

This prospectus also contains estimates, statistical, industry-related and market-related data, and other information concerning our industry, including market size and growth rates, which are based on industry publications, surveys and forecasts, based on or derived from third party sources which we believe are reliable. This information involves a number of limitations and assumptions which may or may not be or become true, and for the foregoing reasons you are cautioned not to give undue weight to the estimates presented in these third party materials. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those described in

“Risk Factors”.

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## PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus and does not contain all the information that you need to consider in making your investment decision. You should carefully read this entire prospectus before deciding whether to invest in the common stock. You should pay special attention to the “Risk Factors” section of this prospectus to determine whether an investment in the common stock is appropriate for you.

This registration statement, including the exhibits and schedules thereto, contains additional relevant information about us and our capital stock. We file annual, quarterly, and current reports, proxy statements, and other information with the SEC. You may read and copy any document we file at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can also request copies of the documents, upon payment of a duplicating fee, by writing the Public Reference Section of the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. These SEC filings are also available to the public from the SEC’s web site at [www.sec.gov](http://www.sec.gov).