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INFINITE GROUP INC
Form POS AM
September 04, 2002

As filed with the Securities and Exchange Commission on September 4, 2002
Registration No. 333-51768

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1 TO
FORM S-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INFINITE GROUP, INC.
(Exact name of Registrant as specified in its
charter)

Delaware
(State or other
jurisdiction of
incorporation
or organization)

3690
(Primary Standard Industrial
Classification Code Number)

52-1490422
(I.R.S. Employer
Identification No.)

2364 Post Road
Warwick, RI 02886
(401) 738-5777
(Address, including zip code, and telephone number,
including area code, of Registrant's executive offices)

Clifford G. Brockmyre, II, CEO
2364 Post Road
Warwick, RI 02886
(401) 738-5777
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
Kenneth S. Rose, Esq.
Morse, Zelnick, Rose & Lander, LLP
450 Park Avenue
New York, New York 10022
(212) 838-5030

Approximate date of commencement of proposed sale to the public: As soon as
practicable after this Registration Statement becomes effective.

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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"), check the following box. |X|

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item (11) (a) (1) of this Form, check the following box. |X|

If the registrant elects to deliver its latest quarterly report to security holders, or a complete and legible facsimile thereof, pursuant to Item (11) (a) (2) (ii) 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, 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, 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(d) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please 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 THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Removal of Unsold Shares From Registration

The registration statement covered the resale of shares of our common stock issuable under an equity line of credit agreement we entered into in November 2000. In August 2002, we terminated the equity line of credit agreement. Accordingly, we are hereby withdrawing from registration 3,278,263 unsold shares which were covered by the registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warwick, State of Rhode Island and Providence Plantations on this 4th day of September 2002.

INFINITE GROUP INC.

By: /s/ Clifford G. Brockmyre, II

Clifford G. Brockmyre II,
President, Chief Executive Officer
And Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement No. 333-51768 has been signed by the following persons in the capacities indicated on September 4, 2002.

Signature	Title
-----	-----
/s/ Clifford G. Brockmyre II	President, Chief Executive Officer
-----	and Chairman of the Board
Clifford G. Brockmyre II	(Principal Executive Officer)
Bruce J. Garreau*	Chief Financial Officer
-----	(Principal Financial and Accounting
Bruce J. Garreau	Officer)
Brian Q. Corridan*	Director

Brian Q. Corridan	
Michael S. Smith*	Director

Michael S. Smith	

*By: /s/ Clifford G. Brockmyre II

Clifford G. Brockmyre II
Attorney-in-fact