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COMPETITIVE TECHNOLOGIES INC

Form S-1/A

September 25, 2009

As filed with the Securities and Exchange Commission on September 25, 2009.

Registration No. 333-161216

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

COMPETITIVE TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	6794	36-2664428
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

777 COMMERCE DRIVE
FAIRFIELD, CONNECTICUT 06825
(203) 368-6044

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

JOHN B. NANO
PRESIDENT AND CHIEF EXECUTIVE OFFICER
COMPETITIVE TECHNOLOGIES, INC.
777 COMMERCE DRIVE
FAIRFIELD, CONNECTICUT 06825
(203) 368-6044
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

M. RICHARD CUTLER, ESQ.
CUTLER LAW GROUP
9814 CRYSTAL BLVD
BAYTOWN, TX 77521
TELEPHONE: (281) 918-0040
FACSIMILE: (800) 836-8714

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AMENDMENT

This Amendment No. 2 is being filed solely to update Exhibit 23.1 in response to SEC comments.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Fairfield, Connecticut on September 25, 2009.

COMPETITIVE TECHNOLOGIES, INC.

By/s/ John B. Nano

JOHN B. NANO, CHAIRMAN, PRESIDENT AND CEO

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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/s/ John B. Nano ----- John B. Nano	Chairman, President and CEO, Interim CFO (Principal Executive, Financial and Accounting Officer)	September 25, 2009
/s/ Rustin Howard ----- John B. Nano, Power of Attorney	Director	September 25, 2009
/s/ William L. Reali ----- John B. Nano, Power of Attorney	Director	September 25, 2009
/s/ Richard D. Hornidge, Jr. ----- John B. Nano, Power of Attorney	Director	September 25, 2009
/s/ Joel M. Evans, MD ----- John B. Nano, Power of Attorney	Director	September 25, 2009