

BROADCASTER INC  
Form POS AM  
April 02, 2007

As filed with the Securities and Exchange Commission on April 2, 2007.

Registration No. 333-119359

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM SB-2**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**BROADCASTER, INC.**

**(Formerly known as International Microcomputer Software, Inc.)**

(Name of Small Business Issuer in its charter)

|   |  |   |
|---|--|---|
| <b>California</b>   | <b>7372</b>  | <b>94-2862863</b>                       |
| (State or other jurisdiction of<br>incorporation or organization) | (Primary Standard Industrial<br>Classification Number) | (I.R.S. Employer<br>Identification No.) |

**9201 Oakdale Avenue, Suite 200  
Chatsworth, CA 91311**

**(818) 206-9274**

(Address and Telephone Number of Principal Executive Offices)

**Martin R. Wade, III  
Chief Executive Officer  
Broadcaster, Inc.  
9201 Oakdale Avenue, Suite 200  
Chatsworth, CA 91311**

**(818) 206-9274**

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

*Copies to:*

**Kathryn Felice  
General Counsel  
Broadcaster, Inc.  
9201 Oakdale Avenue, Suite 200  
Chatsworth, CA 91311  
(818) 206-9274**

**Michael D. Harris  
Harris Cramer LLP  
1555 Palm Beach Lakes Blvd., Suite 310  
West Palm Beach, FL 33401  
(561) 689-4441**

Approximate Date of Commencement of Proposed Sale to the Public: Not Applicable.

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, check the following box and list the Securities Act registration statement number of 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.

**This Post-Effective Amendment No. 1 to Form SB-2 shall become effective in accordance with Section 8(c) of the Securities Act of 1933 on such date as the Securities and Exchange Commission, acting pursuant to Section 8(c), may determine.**

**DEREGISTRATION OF SECURITIES**

We are filing this Post-Effective Amendment No. 2 to our Registration Statement on Form SB-2 (File No. 333-119359), as amended (the "Registration Statement"), to deregister the securities remaining unsold under the Registration Statement. The offering contemplated by the Registration Statement has terminated by virtue of the expiration of our contractual obligations to maintain the effectiveness of the Registration Statement. Therefore, this Post-Effective Amendment No. 2 to the Registration Statement is being filed to terminate the effectiveness of the Registration Statement and to deregister, as of the effective date of this Post-Effective Amendment No. 2, all of the shares remaining unsold under the Registration Statement.

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**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and has authorized this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned.

**BROADCASTER, INC.**

Chatsworth, California

Dated: March 30, 2007

By: /s/ MARTIN R. WADE, III  
Martin R. Wade, III  
Chief Executive Officer  
  
(Principal Executive Officer)

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

| <b>Signature</b>                               | <b>Title</b>   | <b>Date</b>    |
|--|--|----------------|
| /s/ MARTIN R. WADE, III<br>Martin R. Wade, III | Director   | March 30, 2007 |
| /s/ BLAIR MILLS<br>Blair Mills                 | Chief Financial Officer<br>(Principal Financial and Accounting<br>Officer) | March 30, 2007 |
| Bruce R. Galloway                              | Chairman of the Board of Directors   | March __, 2007 |
| /s/ RICHARD BERMAN<br>Richard Berman           | Director   | March 30, 2007 |
| Evan Binn                                      | Director   | March __, 2007 |
| /s/ SEAN DESON<br>Sean Deson                   | Director   | March 30, 2007 |
| /s/ ROBERT S. FALCONE<br>Robert S. Falcone     | Director   | March 19, 2007 |

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/s/ KATHRYN FELICE  
Kathryn Felice

Director

March 30, 2007

Donald Perlyn

Director

March \_\_, 2007