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ROAMING MESSENGER INC
Form POS AM
March 31, 2006

As filed with the Securities and Exchange Commission on March 31, 2006.
Registration No. 333-124600

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT 1 TO
FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROAMING MESSENGER, INC.
(Name of Small Business Issuer in its Charter)

Nevada	7372	30-0050402
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer) Identification No.

50 Castilian Dr. Suite A, Santa Barbara
California 93117
(805) 683-7626
(Address and telephone number of principal executive offices)

Jonathan Lei
President
Roaming Messenger, Inc.
50 Castilian Dr. Suite A, Santa Barbara
California 93117
(805) 683-7626
(Name, address and telephone number of agent for service)

Copies to:
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New York, New York 10018
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Roaming Messenger, Inc.

The purpose of this Post-Effective Amendment is to deregister all shares of common stock, which were registered for sale under the original filing and which remain unsold. As of the date hereof, of the total of 36,250,000 shares of common stock that had been registered, we sold 4,279,174 shares of common stock under the original filing. Of the remaining shares, none shall be deemed registered hereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form SB-2 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly

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authorized, in the City of Santa Barbara, California, on this 29th day of March 2006

ROAMING MESSENGER, INC.

By: /s/ Jonathan Lei

Jonathan Lei
Chief Executive Officer

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
/s/ Jonathan Lei ----- Jonathan Lei	Chief Executive Officer, President, Chief Financial Officer, Secretary, and Chairman	March 29, 2006
/s/ Louie Ucciferri ----- Louie Ucciferri	Director	March 29, 2006