

HOME BANCORP, INC.  
Form 11-K  
June 27, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 11-K**

(Mark One)

**Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended: December 31, 2015**

**or**

**Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-34190**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:  
**HOME BANK PROFIT SHARING 401(k) PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

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**HOME BANCORP, INC.**

**503 Kaliste Saloom Road**

**Lafayette, Louisiana 70508**

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**FORM 11-K HOME BANK PROFIT SHARING 401(k) PLAN**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Plan Administrator

Home Bank Profit Sharing 401(k) Plan

Lafayette, Louisiana

We have audited the accompanying statement of net assets available for benefits of the Home Bank Profit Sharing 401(k) Plan (the Plan) as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying Schedule of Assets Held as of December 31, 2015 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated in all material respects in relation to the financial statements as a whole.

Atlanta, Georgia

June 27, 2016



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HOME BANK PROFIT SHARING 401(k) PLAN

Statements of Net Assets Available for Benefits

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Assets</b>		
Investments, at fair value	\$ 16,335,437	\$ 14,451,824
Investments, at contract value	938,809	1,013,137
Notes receivable from participants	208,496	164,085
<b>Net assets available for benefits</b>	<b>\$ 17,482,742</b>	<b>\$ 15,629,046</b>

The accompanying notes are an integral part of these financial statements.

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## HOME BANK PROFIT SHARING 401(k) PLAN

## Statement of Changes in Net Assets Available for Benefits

	<b>Year Ended December 31, 2015</b>
<b>Additions:</b>	
Contributions:	
Employer	\$ 585,193
Participants	961,182
Rollover	1,492,953
Total contributions	3,039,328
Interest income on notes receivable from participants	13,256
Dividends on registered investment company shares	123,959
Net appreciation in fair value of investments	637,636
Total additions	3,814,179
<b>Deductions:</b>	
Benefits paid to participants	1,923,277
Administrative expenses	37,206
Total deductions	1,960,483
Net increase in net assets available for benefits	1,853,696
<b>Net assets available for benefits:</b>	
Beginning of year	15,629,046
End of year	\$ 17,482,742

The accompanying notes are an integral part of these financial statements.

**Table of Contents****HOME BANK PROFIT SHARING 401(k) PLAN****Notes to Financial Statements****1. Plan Description****General**

The following description of the Home Bank Profit Sharing 401(k) Plan (the **Plan**) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering all employees who are at least 21 years old and who have three months of service with Home Bank (the **Bank**), the sponsor of the Plan and wholly-owned subsidiary of Home Bancorp, Inc. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (**ERISA**).

**Contributions**

Eligible participants may elect to contribute, on a pre-tax basis, from 1% to 75% of their compensation, as defined in the Plan document, subject to certain limitations. The Bank may make a discretionary matching and/or profit sharing contribution as determined each year. For the years ended December 31, 2015 and 2014, the Bank made matching contributions equal to participant deferrals not to exceed 4% of participant compensation. No profit sharing contributions were made for the years ended December 31, 2015 and 2014. Participants age 50 or older may also make catch-up contributions up to limits specified under the Internal Revenue Code (**IRC**), but such contributions are not taken into account for purposes of determining the Bank's matching contribution.

**Vesting**

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the employer's matching and discretionary contribution portions of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service. Prior to death or retirement, participants vest in employer contributions and related earnings in accordance with the following schedule:

<b>Years of Service</b>	<b>Vested Percent</b>
1 year	%
2 years	20
3 years	40
4 years	60
5 years	80
6 years	100

On the occurrence of death, disability, retirement or Plan termination, a participant becomes fully vested in employer contributions and related earnings.

**Payment of Benefits**



Participants may elect to receive their account value in a lump-sum distribution or, if eligible, in the form of an IRA rollover when they terminate employment or because of death, disability or retirement. Participants may also transfer their account balance to another tax deferred qualified plan. In accordance with the Plan provisions, hardship withdrawals and certain in-service distributions may be made by the Plan.

### **Participant Accounts**

Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions, the Bank's matching contributions and allocations of the Plan's investment income or losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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### **Forfeited Accounts**

At December 31, 2015 and 2014, the Plan had forfeited nonvested accounts of \$32,987 and \$9,998, respectively. In 2015 and 2014, employer contributions were reduced by \$232 and \$21,068, respectively, from forfeited nonvested accounts. These accounts will be used to reduce future employer contributions.

### **Notes Receivable from Participants**

Participants may borrow from their accounts amounts ranging from a minimum of \$1,000 to a maximum of 50% of the account balance, not to exceed \$50,000. Loan maturities generally range from one to five years, but may extend up to ten years for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account. The outstanding loan balances carried an interest rate of 7.00% for both 2015 and 2014. Principal and interest are paid ratably through semi-monthly payroll deductions.

### **Investment Options**

Under the provisions of the Plan, participating employees may direct contributions to various investment options, including a common collective trust fund, mutual funds, pooled separate accounts and a common stock fund for Home Bancorp, Inc. The Home Bancorp, Inc. Stock Fund holds common stock of Home Bancorp, Inc. and uninvested cash to meet certain distributions and, on a short-term basis, pending investment in additional Home Bancorp, Inc. common stock. Participants have the ability to change investment elections and transfer funds among the various fund options on a daily basis.

## **2. Summary of Significant Accounting Policies**

### **Basis of Accounting**

The financial statements of the Plan are prepared using the accrual method of accounting and all assets of the Plan are participant directed.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

### **Investment Valuation and Income Recognition**

Plan investments, excluding the guaranteed investment contract, are stated at fair value. Home Bancorp, Inc. common stock is valued using quoted market prices. Shares of registered investment companies are valued at the net asset value of shares held by the Plan at year end. The Plan's interest in the common/collective trust is valued based on the daily net asset value of the fund as determined by the issuer of the fund.

As described in Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) Topic 946, *Financial Services - Investment Companies*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment

contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As of December 31, 2015, the Plan invests in a fully benefit-responsive investment contract through a group annuity contract. As required by the ASC 946, the statements of net assets available for benefits present the fair value of the investment in the fully-benefit responsive investment contract as well as the adjustment of the investment in the fully-benefit responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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As of December 31, 2015 and 2014, The Plan invests in a guaranteed investment contract with Principal Life Insurance Company, a guaranteed general-asset backed group annuity contract. The Plan reflected the investment at contract value as of December 31, 2015 and 2014 in the accompanying statement of net assets available for benefits. For the years ended December 31, 2015 and 2014, the average yield of the Principal Fixed Income Guaranteed Option Contract was 1.55% and 1.45%, respectively, based on actual earnings and 1.55% and 1.45%, respectively, based on interest rates credited to participants.

Purchases and sales of investments are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

## **Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

## **Administrative Expenses**

Investment management fees and administrative fees related to recordkeeping are charged against the earnings of the investment fund in which the participant funds are invested. Fees for certain transactions, such as withdrawals and loan processing, are charged directly to the account of the participant reporting such a transaction. Other administrative expenses of the Plan were paid by the Bank for 2015 and 2014.

## **Payment of Benefits**

Benefits are recorded when paid.

## **Recent Accounting Pronouncements**

In July 2015, the FASB issued Accounting Standards Update ( ASU ) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Management has elected to adopt Parts I and II early.

## **Subsequent Events**

Management has evaluated subsequent events for potential recognition or disclosure in the financial statements through June 27, 2016, the date on which the financial statements were available to be issued.



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**3. Fair Value Measurements**

The FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

quoted prices for similar assets or liabilities in active markets;

quoted prices for identical or similar assets or liabilities in inactive markets;

inputs other than quoted prices that are observable for the asset or liability;

inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. When available, valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2015 and 2014.

*Registered investment companies:* The fair values of these securities are based on quoted market prices in an active market, which represent the net asset values of shares held by the Plan at year end.

*Pooled separate accounts:* These accounts are valued daily based on the net asset value of the underlying investments and the account charges.

*Common/collective trust:* The fair value of the investments in the common/collective trust is derived from the fair value of the underlying securities based on quoted market prices in an active market and short-term cash investments.

*Affiliated stock:* The Home Bancorp Inc. Stock Fund is an account comprised of common stock of Home Bancorp, Inc. and short-term cash investments. The fair value of the fund is derived from the fair value of the common stock based on quoted market prices in an active market and the short-term cash investments.

The Plan's investments, excluding the guaranteed investment contract, are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of the date indicated:

	Fair Value Measurements Using:			
	Fair Value at December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered investment companies	\$ 4,201,640	\$ 4,201,640	\$	\$
Common/collective trusts	2,351,294		2,351,294	
Pooled separate accounts	3,351,842		3,351,842	
Affiliated stock	6,430,661	6,430,661		
<b>Total</b>	<b>\$ 16,335,437</b>	<b>\$ 10,632,301</b>	<b>\$ 5,703,136</b>	<b>\$</b>

	Fair Value Measurements Using:			
	Fair Value at December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Registered investment companies	\$ 4,246,668	\$ 4,246,668	\$	\$
Common/collective trusts	774,547		774,547	
Pooled separate accounts	3,274,511		3,274,511	
Affiliated stock	6,156,098	6,156,098		
<b>Total</b>	<b>\$ 14,451,824</b>	<b>\$ 10,402,766</b>	<b>\$ 4,049,058</b>	<b>\$</b>

**4. Risks and Uncertainties**

The Plan provides for various investments in registered investment companies, a common/collective trust, pooled separate accounts, a guaranteed investment contract and common stock of Home Bancorp, Inc. Investment securities, in general, are exposed to various risks, such as overall market volatility, credit and interest rate risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such change could materially affect the value of participants' account balances and the amounts to be reported in the statements of net assets available for benefits for future periods.

**5. Related Party and Party-in-Interest Transactions**

The Plan invests in Home Bancorp, Inc. common stock, the parent company of the plan sponsor; these transactions qualify as related party transactions, which are exempt from the prohibited transaction rules. Fees incurred by the Plan for investment management services are paid to the trustee, and other fees related to the Plan's operations are paid by



the Plan sponsor.

Certain Plan investments are held in pooled separate accounts, common/collective trust and a guaranteed investment contract managed by Principal Life Insurance Company. Since Principal Life Insurance Company is the Plan custodian, these transactions qualify as party-in-interest transactions.

## **6. Tax Status**

The Internal Revenue Service has determined and informed the Bank by a determination letter dated February 8, 2011, that the Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been

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amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and, therefore, believe that the Plan, as amended, is qualified and tax exempt.

**7. Plan Termination**

While it has not expressed any intention to do so, the Bank has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

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## SUPPLEMENTAL SCHEDULE

## HOME BANK PROFIT SHARING 401(k) PLAN

EIN: 72-0214660 PN: 002

Form 5500 Schedule H Line 4(i) Schedule of Assets (Held at End of Year)

<b>Identity of Issuer</b>	<b>Description of Investment</b>	<b>December 31, 2015</b>
American Funds Service Co	American Funds Europacific Growth R3 Fund	\$ 955,142
American Century Inv Mgmt	American Century Government Bond R Fund	603,047
BlackRock	BlackRock Global Allocation Fund A	913,882
Delaware Investments	Delaware Small Cap Value A Fund	347,774
Eaton Vance	Eaton Vance Atlanta Cap SMID Cap A Fund	54,599
* Home Bancorp, Inc.	Home Bancorp, Inc. Stock Fund	6,430,661
Janus International Holding	Janus Triton S Fund	373,393
PIMCO Funds	PIMCO Total Return R Fund	575,771
* Principal Life Insurance Company	Principal Equity Income Separate Account R4	938,270
* Principal Life Insurance Company	Principal Fixed Income Guaranteed Option	938,809
* Principal Life Insurance Company	Principal Large Cap Growth I Separate Account R4	1,256,179
* Principal Global Investors	Principal Large Cap S&P 500 Index Separate Account R4	247,300
* Principal Global Investors	Principal Mid Cap S&P 400 Index Separate Account R4	847,401
* Principal Global Investors	Principal Small Cap S&P 600 Index Separate Account R4	62,692
* Principal Trust Company	Principal Trust Target 2010 Fund R4	409,756
* Principal Trust Company	Principal Trust Target 2015 Fund R4	228,328
* Principal Trust Company	Principal Trust Target 2020 Fund R4	743,748
* Principal Trust Company	Principal Trust Target 2025 Fund R4	258,827
* Principal Trust Company	Principal Trust Target 2030 Fund R4	201,632
* Principal Trust Company	Principal Trust Target 2035 Fund R4	121,098
* Principal Trust Company	Principal Trust Target 2040 Fund R4	105,504
* Principal Trust Company	Principal Trust Target 2045 Fund R4	175,318
* Principal Trust Company	Principal Trust Target 2050 Fund R4	66,687
* Principal Trust Company	Principal Trust Target 2055 Fund R4	39,707
* Principal Trust Company	Principal Trust Target 2060 Fund R4	555
* Principal Trust Company	Principal Trust Income Fund	134
Ridgeworth Funds	Ridgeworth Mid Cap Value Equity A Fund	38,268
Virtus	Virtus Alpha Sec Rotat A Fund	339,764
		17,274,246
Participant's loan accounts	7% with various maturities	208,496

Total investments	\$	17,482,742
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Cost information has not been included above because all included investments are participant directed.

\* Indicates party-in-interest to the Plan.

See Report of Independent Registered Public Accounting Firm.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrator for the Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

**HOME BANK PROFIT SHARING 401(k) PLAN**

Date: June 27, 2016

By: /s/ John W. Bordelon  
 John W. Bordelon  
 President and Chief Executive Officer of Home  
 Bank, the Plan Administrator

edical electronic manufacturer. From September 1989 to June 1991, he served as Senior Vice President of Finance for Emerson Computer Corporation and Emerson Technologies, Inc., both of which manufacture and sell electronic components and products. Mr. O'Brien has also held a Corporate Controller's position for Andin International, a jewelry manufacturing company. Mr. O'Brien has also acted as an independent financial consultant to various private corporations. ROBERT WEBB has served as Vice President of marketing for NUWAVE since September 1995. From June 1995 to September 1995, Mr. Webb acted as an independent consultant to various private corporations. From July 1994 to March 1995, he was Vice President of new product development for Studio Magic, Inc. From October 1973 to October 1993, he was employed by and succeeded to General Manager, GSD of Grass Valley/Tektronix, a company that produces broadcast television equipment. Mr. Webb began his career as an engineer designing television systems for the United States government and was on the design team that completed the first digital television. He was also Founder and President of World Video, the first company to produce a monitor using the Trinton picture tube.

COMPENSATION OF EXECUTIVE OFFICERS The following table sets forth the annual and long-term compensation paid by our company for services performed on our company's behalf for the three fiscal years ended December 31, 2001, with respect to those persons who were, as of December 31, 2001, our Chief Executive Officer and our executive officers who received more than \$100,000 in compensation for fiscal 2001.

SUMMARY COMPENSATION TABLE LONG TERM ANNUAL COMPENSATION COMPENSATION AWARDS SECURITIES UNDERLYING OPTIONS NAME AND OTHER ANNUAL (NUMBER ALL OTHER PRINCIPAL POSITION YEAR SALARY BONUS COMPENSATION OF SHARES) COMPENSATION

NAME AND OTHER PRINCIPAL POSITION	YEAR	SALARY	BONUS	COMPENSATION OF SHARES	COMPENSATION
Gerald Zarin, President and Chief Executive Officer	2001	\$161,000	0	\$0	200,000
Jeremiah F. O'Brien, Chief Financial Officer, Vice President and Secretary	2000	\$140,000	\$50,000	\$0	0
Robert Webb, Vice President, Marketing/Technical Development	2000	\$119,000	\$25,000	\$0	0

EMPLOYMENT AGREEMENTS Mr. Zarin entered into an employment agreement with the Company, dated as of April 2000, pursuant to which he agreed to serve as the Company's President and Chief Executive Officer through December 31, 2007 after which time the Employment Agreement shall automatically continue for additional one year periods (the "Renewal Terms") unless either Zarin or the Corporation notifies the other at least six months prior to the end of the initial or any Renewal Term. The agreement provided for an initial salary of \$120,000 per year, which was increased to \$150,000 on May 11, 2001. Mr. Zarin's base salary was voluntarily decreased to \$137,500 in March 2002. Mr. Zarin is also entitled to an annual bonus based on the performance of the Corporation equal (i) 50% of his base compensation if the Company's net profits before taxes are equal to projections be approved by the Company's

Board of Directors, (ii) 75% of his base compensation if the Company net profits before taxes are equal to 105% of such projections, and (iii) 100% of his base compensation if the Company's net profits before taxes are equal to 115% of such projections. Mr. Zarin can terminate the agreement upon 180 days notice. The Company can terminate the agreement for good cause at any time. If the Company elects not to renew the Agreement and has given proper notification, Mr. Zarin will receive on the date of termination an amount equal to 150% of his base compensation his entitled performance bonus and an amount equal to the average of any discretionary bonus paid if the preceding two calendar years (the "Termination Bonuses"). If the Company otherwise terminates the agreement without cause, or otherwise materially breaches the agreement prior to December 31, 2005, Mr. Zarin will receive a single payment equal to the remaining payments he would have been entitled to receive during the unexpired portion of the agreement, an additional two years base compensation and any termination bonuses. If the Company otherwise terminates the agreement without cause, or otherwise materially breaches the agreement after December 31, 2005, Mr. Zarin will receive a single payment equal to the remaining payments he would have been entitled to receive during the unexpired portion of the agreement, an additional three years base compensation and any termination bonuses.

Pursuant to an earlier employment agreement Mr. Zarin was granted an option purchase 200,000 shares of Common Stock at \$1.50 per share. The option expires December 31, 2005, and terminates if Mr. Zarin voluntarily leaves the Company or the employment agreement is terminate by the Company for good cause. On September 11, 1995, we entered into an employment agreement with Robert Webb, pursuant to which Mr. Webb was appointed Vice President-Marketing. In March 1997, his title was changed to Vice President-Marketing/Technical Development in order to more accurately reflect his duties. The employment agreement continued until March 31, 1996 and thereafter has been continuing for successive 3-month periods. Mr. Webb's base salary for 2002 is \$70,000. In connection with his employment agreement, Mr. Webb received options to purchase 70,000 shares of our common stock at \$1.50 per share. In connection with services performed by Mr. O'Brien, on July 17, 1995, he received 5,000 shares of our common stock valued at \$.01 per share and has been granted options to purchase 25,000 shares of our common stock at \$1.50 per share and 5,000 shares of our common stock at \$2.00 per share. Mr. O'Brien's base salary for 2002 is \$110,000.

**DIRECTORS' COMPENSATION** Directors who are not employees of the Company are entitled to a fee of \$2,500 per year and \$500 per meeting attended (other than telephonic meetings) for serving on the Board of Directors. Each director is also reimbursed for expenses incurred in connection with attendance at meetings of the Board of Directors. For the fiscal year ended December 31, 2001, Messrs. Bohn, Gramley and Sarubbi received compensation of \$1,500 for attendance at non-telephonic board meetings. The 1996 Non-Employee Director Stock Option Plan (the "Director Stock Option Plan") provides for the automatic grant to each individual elected, re-elected or continuing as a non-employee director of our company of a stock option for 5,000 shares of our common stock at an option exercise price equal to the fair market value of our common stock on the date of grant. 235,000 shares have been reserved for issuance under the Director Stock Option Plan. At December 31, 2001, options for an aggregate of 213,000 shares of our common stock exercisable at prices ranging from \$0.81 to \$6.75 per share expiring from May 3, 2003 to January 3, 2011 were outstanding under the Director Stock Option Plan. For a description of consulting fees paid to Messrs. Bohn and Sarubbi, see "Certain Relationships and Related Transactions."

**BOARD AND COMMITTEE MEETINGS** Our Board of Directors held six meetings during the fiscal year ended December 31, 2001. During 2001, no member of the Board of Directors attended fewer than 75% of the aggregate of (i) the total number of meetings of the Board 23 of Directors held during the period for which he has been a director and (ii) the total number of meetings held by all committees on which he served. The Board of Directors has a standing Audit Committee and a standing Compensation Committee. The Audit Committee met three times and the Compensation Committee met once during the fiscal year ended December 31, 2001. Messrs. Bohn, Gramley and Sarubbi comprise the Audit Committee. This Committee makes recommendations concerning the engagement of independent public accountants, reviews with the independent public accountants the results of the audit engagement, approves professional services provided by the independent accountants, reviews the independence of the independent public accountants, considers the range of audit and non-audit fees, and reviews the adequacy of our internal accounting controls. The Audit Committee operates under a formal written charter. Messrs. Bohn and Gramley comprise the Compensation Committee. The Compensation Committee makes recommendations to the Board regarding the executive and employee compensation programs of our company.

**1996 STOCK INCENTIVE PLAN FOR EMPLOYEES AND CONSULTANTS** As of January 31, 1996, we adopted the 1996 Stock Incentive Plan for Employees and Consultants, pursuant to which stock options (both Nonqualified Stock Options and Incentive Stock Options), stock appreciation rights and restricted stock

may be granted to key employees and consultants. The purpose of the Employee Stock Incentive Plan is to provide our employees and consultants with an increased incentive to make significant and extraordinary contributions to the long-term performance and growth of our company, to align the interest of employees and consultants with the interests of the stockholders of our company, and to attract and retain employees and consultants of exceptional ability. As of July 10, 2002, we have granted options to purchase a total of 1,413,000 shares of our common stock at prices ranging from \$0.61 to \$6.88 per share under the Employee Stock Incentive Plan. **OPTION GRANTS IN LAST FISCAL YEAR** The number of shares available for grant under our 1996 Stock Incentive Plan for Employees and Consultants is 70,000. Options for an aggregate of 1,135,000 shares have been granted under the Employee Stock Option Plan. During our 2001 fiscal year, options covering an aggregate of 320,000 shares of our common stock were granted under our Employee Stock Option Plan to three persons at exercise prices ranging from \$0.61 to \$1.05 per share. During the first three months of 2002, no options were granted. The following table sets forth all grants of options for our Common Stock to the Named Executive Officers of the company during fiscal 2001. **24 OPTION GRANTS FOR YEAR ENDED DECEMBER 31, 2001 (INDIVIDUAL GRANTS IN FISCAL YEAR) NUMBER OF PERCENT OF SECURITIES TOTAL OPTIONS EXERCISE UNDERLYING GRANTED TO PRICE EXPIRATION NAME OPTIONS EMPLOYEES PER SHARE (1) DATE**

NAME	OPTIONS	EMPLOYEES	PER SHARE	(1)	DATE
Gerald Zarin	150,000	42.8	\$0.79	June 12, 2006	50,000 14.3 \$0.79 December 31, 2001
Jeremiah F. O'Brien	50,000	14.3	\$0.79	June 12, 2006	Robert Webb -0- -0- -0- -0- TOTAL 255,000 61.4%
Robert Webb	-0-	-0-	-0-	-0-	

===== (1) All grants of options have been made with exercise prices equal to fair value at date of grant. **OPTION EXERCISES AND YEAR-END OPTION VALUES** No options were exercised in fiscal year 2001 by any of the Named Executive Officers. The following table sets forth, as of December 31, 2001, the number of stock options and the value of unexercised stock options held by the Named Executive Officers. **AGGREGATED OPTION EXERCISES IN YEAR ENDED DECEMBER 31, 2001 AND YEAR-END OPTION VALUES NUMBER OF SECURITIES VALUE OF UNEXERCISED UNDERLYING UNEXERCISED IN-THE-MONEY OPTIONS (1) NAME OPTIONS AT DECEMBER 31, 2001 AT DECEMBER 31, 2001**

NAME	OPTIONS AT DECEMBER 31, 2001	AT DECEMBER 31, 2001	EXERCISABLE	UNEXERCISABLE	EXERCISABLE
Gerald Zarin	785,000	0	\$35,000	\$0	Robert Webb 110,000 0 \$0 \$0
Jeremiah F. O'Brien	175,000	0	\$13,000	\$0	TOTAL 1,170,000 \$48,000

===== (1) The dollar value of the unexercised options has been calculated by determining the difference between the fair market value of the securities underlying the options and the exercise price of the option at fiscal year-end. **EXECUTIVE COMPENSATION PROGRAM** Our executive compensation program consists of base salary, periodic incentive compensation and long-term equity incentives in the form of stock options. Executive officers also are eligible to participate in certain benefit programs which are generally available to all of our employees, such as medical insurance programs. In addition to the basic medical insurance program, the executive officers are eligible to participate in an enhanced medical insurance program which is available only to our executive officers. **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS** Since 1996, Mr. Edward Bohn, a director of our company, has been acting as a consultant to us from time to time on matters specified by our President. In March 1997, Mr. Bohn entered into a consulting agreement with us pursuant to which he agreed to act as our consultant at a rate of \$1,000 per day with a maximum of \$2,750 per week regardless of the actual time spent on our behalf. For the years ended December 31, 2001 and 2000, Mr. Bohn received \$0 and \$2,800, respectively on account of such consulting services. Since 1996, Mr. Joseph A. Sarubbi, a director of our company, has been acting as a consultant to us from time to time on matters specified by our President. In that connection he has received compensation on a per diem basis 25 of \$1,000 per day. For the years ended December 31, 2001 and 2000, Mr. Sarubbi received \$0 and \$3,000, respectively, on account of such consulting services. **PRINCIPAL STOCKHOLDERS AND SECURITY OWNERSHIP OF MANAGEMENT** The table below is based on information obtained from the persons named therein with respect to the shares of Common Stock beneficially owned, as of July 10, 2002 (except as noted below), by (i) each person known by the Company to be the owner of more than 5% of the outstanding shares of Common Stock, (ii) each director of the Company, (iii) each executive officer of the Company, and (iv) all executive officers and directors of the Company as a group. **PERCENTAGE OF AMOUNT AND NATURE OF OUTSTANDING SHARES NAME AND ADDRESS OF BENEFICIAL OWNER (1) BENEFICIAL OWNERSHIP (2) OWNED**

NAME AND ADDRESS OF BENEFICIAL OWNER	(1)	BENEFICIAL OWNERSHIP	(2)	OWNED
Gerald Zarin	1,238,000	(3)	8.5%	Edward Bohn 107,000 (4) 0.78
Lyle Gramley	63,000	(5)	0.46	Joseph A. Sarubbi 78,000 (6) 0.57
Joseph A. Sarubbi	78,000	(6)	0.57	Jeremiah F. O'Brien 183,000 (7)
Jeremiah F. O'Brien	183,000	(7)		

1.32 Robert Webb 110,000 (8) 0.80 All executive officers and directors as a group 1,779,000 (9) 11.94 (6 persons) (1) Unless otherwise noted, the address of the beneficial owner is: c/o NUWAVE Technologies, Inc., One Passaic Ave., Fairfield, NJ 07004. (2) The number of shares of Common Stock beneficially owned by each person is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares of Common Stock which the individual has the right to acquire within 60 days after May 17, 2002 through the exercise of any stock option, warrant or other right. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of those shares. Unless otherwise indicated, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them. (3) Includes 785,000 shares subject to exercisable options. (4) Includes 102,000 shares subject to exercisable options. (5) Includes 43,000 shares subject to exercisable options. (6) Includes 43,001 shares subject to exercisable options. (7) Includes (i) 125,000 shares subject to exercisable options and (ii) 2,500 shares subject to exercisable warrants held by Mr. O'Brien's wife, as to which Mr. O'Brien disclaims beneficial interest. (8) Includes 110,000 shares subject to exercisable options. (9) See footnotes (3) through (8) above.

**DESCRIPTION OF SECURITIES COMMON STOCK**  
 The holders of our common stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders. There is no cumulative voting with respect to the election of our directors, with the result that the holders of more than 50% of the shares voting for the election of directors can elect all of the directors then up for election. The holders of common stock are entitled to receive ratably such dividends when, as and if declared by the Board of Directors out of funds legally available for that purpose. In the event of liquidation, dissolution or winding up of our company, the holders of our common stock are entitled to share ratably in all assets 26 remaining which are available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the common stock. Holders our of common stock have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to our common stock. All of the outstanding shares of our common stock are validly issued, fully paid and nonassessable. As of July 10, 2002 40,000,000 shares of common stock were authorized, of which 13,556,197 shares were issued and outstanding.

**PREFERRED STOCK** Of the 2,000,000 shares of Preferred Stock authorized, 1,000,000 shares have been designated as Series A Convertible Preferred Shares, none of which are outstanding. In 1995, we sold 600,000 shares of our Series A Convertible Preferred Shares, which shares were converted into 600,000 shares of our common stock in 1996. The Series A Convertible Preferred Shares are convertible into common stock on a one-to-one basis. The remaining 1,000,000 shares of Preferred Stock not designated may have such preferences and rights as the Board of Directors may designate.

**CLASS A REDEEMABLE WARRANTS** The following discussion is a summary of certain terms and provisions of the Class A Redeemable Warrants contained in the Warrant Agreement, dated May 15, 1998, between the Company and American Stock Transfer & Trust Company (the "Warrant Agreement"). As such, it is qualified in its entirety by reference to the Warrant Agreement. Each Class A Warrant entitles the holder to purchase one share of Common Stock at any time until May 11, 2003 at an exercise price of \$3.24 (the "Exercise Price"), subject to adjustment in certain circumstances to prevent dilution. The Class A Warrants may be exercised in whole or in part, at any time and from time to time until May 11, 2003 through a cash or cashless exercise. Unless exercised, the Class A Warrants will automatically expire on May 11, 2003. Under the Warrant Agreement, the Company agreed to use its best effort to file a registration statement under the Securities Act, registering the Class A Warrants and the shares of Common Stock underlying the Class A Warrants, upon demand, after December 9, 1998, and use its best efforts to have the registration statement declared effective by the Commission as soon as possible thereafter (the "Effective Date"). In the event the registration statement is not declared effective within 60 days after a demand for registration, the then number of Class A Warrants shall be increased by two percent (2%), effective as of the end of such 60 day period and by an additional two percent (2%) on each one month anniversary thereafter, until such time that the number of Class A Warrants should equal 120% of the original number of Class A Warrants. The Company agrees to keep the registration statement effective until expiration of the Class A Warrants. The Class A Warrants are subject to redemption by the Company at \$.01 per Class A Warrant at any time commencing 12 months after the Effective Date, or earlier with the prior written consent of Janssen-Meyers, on not less than 30 days prior written notice to the holders of the Class A Warrants, provided the average closing bid quotation of the Common Stock as reported on the Nasdaq SmallCap Market, if traded thereon, or, if not traded thereon, the average closing bid quotation



of the Common Stock if listed on a national securities exchange (or other reporting system that provides last sale prices), has been at least 250% of the then current Exercise Price of the Class A Warrants, for a period of 30 consecutive trading days ending on the day prior to the date on which the Company gives notice of redemption. The Class A Warrants will be exercisable until the close of business on the day immediately preceding the date fixed for redemption. The Class A Warrants were originally issued between May 19, 1998 and June 9, 1998 in connection with a private equity placement by the Company in which Janssen-Meyers acted as the Company's placement agent. See "Management's Discussion and Analysis or Plan of Operation--Liquidity and Capital Resources." CLASS B COMMON STOCK PURCHASE WARRANTS The following discussion is a summary of certain terms and provisions of the Class B Common Stock Purchase Warrants contained in the Warrant Agreement, dated March 10, 2000, between us and American Stock Transfer & Trust Company. As such, it is qualified in its entirety by reference to the Warrant Agreement. 27 Each Class B Warrant entitles the holder to purchase one share of our common stock at any time until March 14, 2003 at an exercise price of \$3.95 (the "Exercise Price"), subject to adjustment in certain circumstances to prevent dilution. The Class B Warrants may be exercised in whole or in part, at any time and from time to time until March 14, 2003 through a cash exercise. Unless exercised, the Class B Warrants will automatically expire on March 14, 2003. Under the Warrant Agreement, we agreed to use our best effort to file a registration statement under the Securities Act, registering the Class B Warrants and the shares of our common stock underlying the Class B Warrants, upon demand, after 90 days following the closing of the private placement, and use our best efforts to have the registration statement declared effective by the Commission as soon as possible thereafter. In the event the registration statement is not declared effective within 90 days after a demand for registration, the then number of Class B Warrants shall be increased by two percent (2%), effective as of the end of such 90 day period and by an additional two percent (2%) on each one month anniversary thereafter, until such time that the number of Common Stock Purchase Warrants should equal 120% of the original number of Class B Warrants. We agree to keep the registration statement effective until expiration of the Class B Warrants. This registration statement is being filed at the demand of the warrant holders. The Class B Warrants are subject to redemption by us at \$.01 per Class B Warrant at any time commencing 12 months after the effective date of the registration statement, or earlier with the prior written consent of Roan-Meyers, on not less than 30 days prior written notice to the holders of the Common Stock Purchase Warrants, provided the average closing bid quotation of our common stock as reported on the Nasdaq SmallCap Market, if traded thereon, or, if not traded thereon, the average closing bid quotation of our common stock if listed on a national securities exchange (or other reporting system that provides last sale prices), has been at least 250% of the then current exercise price of the Common Stock Purchase Warrants, for a period of 30 consecutive trading days ending on the day prior to the date on which we give notice of redemption. The Common Stock Purchase Warrants will be exercisable until the close of business on the day immediately preceding the date fixed for redemption. DIVIDENDS To date, we have not declared or paid any dividends on our common stock. The payment by us of dividends, if any, is within the discretion of the Board of Directors and will depend on our earnings, if any, our capital requirements and financial condition, as well as other relevant factors. The Board of Directors does not intend to declare any dividends in the foreseeable future, but instead intends to retain earnings for use in our business operations. TRANSFER AGENT AND WARRANT AGENT The transfer agent for the common stock is, and the warrant agent for the common stock purchase warrants is, American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, New York. 28 SELLING STOCKHOLDERS The following table presents information regarding the selling stockholders based upon information furnished by them. In accordance with various stock purchase agreements and warrant agreements, we have agreed with the selling stockholders to register shares of common stock presently owned by them and also shares of common stock underlying outstanding Warrants. We also agreed to use our best efforts to keep the registration statement effective until all the Warrants expire. Our registration of the shares does not necessarily mean that the selling stockholder will sell all or any of the shares. The shares offered by this prospectus may be offered from time to time by the stockholders listed in the following table. Each selling stockholder will determine the number of shares he may sell and the timing of his sales. Because the selling stockholders may offer all, some or none of their shares, no definitive estimate as to the number of shares thereof that will be held by the selling stockholders after such offering can be provided, and the following table has been prepared on the assumption that all shares of common stock offered under this prospectus will be sold. BEFORE THE OFFERING AFTER THE OFFERING TOTAL NUMBER OF COMMON STOCK NUMBER OF COMMON STOCK NUMBER OF COMMON STOCK SHARES OF COMMON STOCK SHARES OF COMMON STOCK NAME OF BENEFICIAL OWNER 1/ HELD

OFFERED HELD	-----	Jeffrey Berns	35,896	35,896	-0-	Steve
OFFERED HELD	-----	Michael Carr	46,667	2/ 46,667	-0-	Frank Essner
OFFERED HELD	-----	John Garell	13,500	13,500	-0-	Victor Goldfluss
OFFERED HELD	-----	Robert Halprin	16,667	16,667	-0-	Roger Hermes
OFFERED HELD	-----	Peter Janssen	409,183	2/ 409,183	-0-	Barry Kaplan Associates
OFFERED HELD	-----	Imtiaz Khan	202,509	2/ 202,509	-0-	Jack Kneafsey
OFFERED HELD	-----	Kuekenhof Equity Fund LP	360,000	360,000	-0-	Kuekenhof Partners LP
OFFERED HELD	-----	Chris Markowski	3,108	2/ 3,108	-0-	Michael Markowski
OFFERED HELD	-----	Bruce Meyers	214,006	2/ 214,006	-0-	Ronald Mottl
OFFERED HELD	-----	Kevin Novack	5,069	5,069	-0-	Ernest Pellegrino
OFFERED HELD	-----	Peter Rettman	50,000	50,000	-0-	29 (TABLE CONT'D)
OFFERED HELD	-----	Roan-Meyers Associates	46,851	2/ 46,851	-0-	Roan-Meyers Associates L.P.
OFFERED HELD	-----	Jorge Rodriguez	20,000	20,000	-0-	Brandon Ross/Kalt
OFFERED HELD	-----	Doug Russell	20,000	20,000	-0-	Tom Stephens
OFFERED HELD	-----	Lore E. Stone Trust	1,740	25,000	1,740	Michael Stone
OFFERED HELD	-----	Ronald Suster	200,000	200,000	-0-	Tammy Truong
OFFERED HELD	-----	F. Bradford Wilson	83,333	83,333	-0-	(1) Unless otherwise indicated, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned. (2) Underlies placement agent unit warrants. (3) Includes 7,500 shares underlying warrants. (4) Includes 100,000 shares underlying warrants. (5) Includes 50,000 shares underlying warrants. (6) Includes 22,500 shares underlying warrants. (7) Includes 500,000 shares underlying warrants. None of the selling stockholders has had a material relationship with our company or any of our affiliates within the past three years other than as a result of the ownership of the securities offered or as a result of entering into purchase agreements other than Roan-Meyers Associates L.P., which serves as a non-exclusive financial advisor to the company and has acted as placement agent for prior placements on behalf of the company. The placement agent unit warrants were issued to Roan-Meyers Associates for acting as placement agent in connection with private placements in 1998 and 2000. These warrants were subsequently transferred to persons who had an affiliation or association with Roan-Meyers Associates. The warrants in the 1998 placement are exercisable at \$3.95 per share through May 11, 2003, and the warrants in the 2000 placement are exercisable at \$3.24 per share through March 14, 2005. However, the exercise price of the 1998 and the 2000 placement warrants has been reduced to \$0.30 per share for a period of sixty days after the effective date of this prospectus. The securities offered hereby by the selling stockholders have been acquired or will be acquired pursuant to the private placement agreements. In accordance with the private placement agreements or the stock purchase warrant agreements, as the case may be, we agreed to register the securities for resale by the selling stockholders to permit such resales from time to time in the market or in privately-negotiated transactions. We have agreed to bear certain expenses (other than broker discounts and commissions, if any) in connection with the registration of the securities. 30 PLAN OF DISTRIBUTION The selling stockholders have advised us that, prior to the date of this prospectus, they have not made any agreement or arrangement with any underwriters, brokers or dealers regarding the distribution and resale of the securities. If we are notified by a selling stockholder that any material arrangement has been entered into with an underwriter for the sale of the securities, a supplemental prospectus will be filed to disclose such of the following information as we believe appropriate: o the name of the participating underwriter; o the number of the securities involved; o the price at which the securities are sold, the commissions paid or discounts or concessions allowed to such underwriter; and o other facts material to the transaction. We expect that the selling stockholders will sell their securities covered by this prospectus through customary brokerage channels, either through broker-dealers acting as agents or brokers for the seller, or through broker-dealers acting as principals, who may then resell the securities in the over-the-counter market, or at private sale or otherwise, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. We expect the selling stockholders to sell their warrants, if at all, through private sales. The selling stockholders may effect such transactions by selling the securities to or through broker-dealers, and such broker-dealers may receive compensation in the form of concessions or commissions from the selling stockholders and/or the purchasers of the shares for whom they may act as agent (which compensation may be in excess of customary commissions). The selling stockholders and any broker-dealers that participate with the selling stockholders in the distribution of the securities may be deemed to be underwriters and commissions received by them and any profit on the resale of the securities positioned by them might be deemed to be underwriting

30 PLAN OF DISTRIBUTION The selling stockholders have advised us that, prior to the date of this prospectus, they have not made any agreement or arrangement with any underwriters, brokers or dealers regarding the distribution and resale of the securities. If we are notified by a selling stockholder that any material arrangement has been entered into with an underwriter for the sale of the securities, a supplemental prospectus will be filed to disclose such of the following information as we believe appropriate: o the name of the participating underwriter; o the number of the securities involved; o the price at which the securities are sold, the commissions paid or discounts or concessions allowed to such underwriter; and o other facts material to the transaction. We expect that the selling stockholders will sell their securities covered by this prospectus through customary brokerage channels, either through broker-dealers acting as agents or brokers for the seller, or through broker-dealers acting as principals, who may then resell the securities in the over-the-counter market, or at private sale or otherwise, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. We expect the selling stockholders to sell their warrants, if at all, through private sales. The selling stockholders may effect such transactions by selling the securities to or through broker-dealers, and such broker-dealers may receive compensation in the form of concessions or commissions from the selling stockholders and/or the purchasers of the shares for whom they may act as agent (which compensation may be in excess of customary commissions). The selling stockholders and any broker-dealers that participate with the selling stockholders in the distribution of the securities may be deemed to be underwriters and commissions received by them and any profit on the resale of the securities positioned by them might be deemed to be underwriting

discounts and commissions under the Securities Act. There can be no assurance that any of the selling stockholders will sell any or all of the securities offered by them hereunder. Sales of the shares of common stock on the Nasdaq SmallCap Market or other trading system may be made by means of one or more of the following: o a block trade in which a broker or dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction; o purchases by a dealer as principal and resale by such dealer for its account pursuant to this prospectus; and o ordinary brokerage transactions and transactions in which the broker solicits purchasers. In effecting sales, brokers or dealers engaged by the selling stockholders may arrange for other brokers or dealers to participate. The holders of the placement agent unit warrants, which warrants are subject to a reduction in the exercise price for a period of 60 days after the date of this prospectus, have advised us that during the reduced exercise period they would exercise their warrants only for cash, and not request a "cashless" exercise, that they have not entered into any agreement with any underwriters, brokers or dealers with respect to selling their underlying shares, that they and any broker-dealers which participate with them in the distribution of the underlying shares may be deemed to be underwriters and commissions received by them and any profit on the resale of such shares by them might be deemed to be underwriting discounts or commissions under the Securities Act. The selling stockholders are not restricted as to the price or prices at which they may sell their shares. Sales of shares at less than market prices may depress the market price of our common stock. Moreover, the selling stockholders are not restricted as to the number of shares which may be sold at any one time. 31 Under the securities laws of certain states, the shares of common stock may be sold in such states only through registered or licensed brokers or dealers. The selling stockholders are advised to ensure that any underwriters, brokers, dealers or agents effecting transactions on behalf of the selling stockholders are registered to sell securities in all fifty states. In addition, in certain states the shares of common stock may not be sold unless the shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with. We will pay all the expenses incident to the registration, offering and sale of the shares of common stock to the public hereunder other than commissions, fees and discounts of underwriters, brokers, dealers and agents. We have agreed to indemnify the selling stockholders against certain liabilities, including liabilities under the Securities Act. We estimate that the expenses of the offering to be borne by us will be approximately \$50,000. The selling stockholders should be aware that the anti-manipulation provisions of Regulation M under the Exchange Act will apply to purchases and sales of shares of common stock by the selling stockholders, and that there are restrictions on market-making activities by persons engaged in the distribution of the shares. Under Registration M, the selling stockholders or their agents may not bid for, purchase, or attempt to induce any person to bid for or purchase, shares of common stock of NUWAVE while such selling stockholders are distributing shares covered by this prospectus. The selling stockholders are advised that if a particular offer of common stock is to be made on terms constituting a material change from the information set forth above with respect to the Plan of Distribution, then, to the extent required, a post-effective amendment to the accompanying registration statement must be filed with the Securities and Exchange Commission. **LEGAL MATTERS** Legal matters in connection with the validity of the shares of common stock offered hereby will be passed upon for us by Thelen Reid & Priest LLP, New York, New York. **EXPERTS** The balance sheet of the company as of December 31, 2001, and the related statements of operations, stockholders' equity and cash flows for each of the years in the two-year period ended December 31, 2001, included in this Prospectus and in the related Registration Statement, have been audited by Eisner LLP, independent accountants, as stated in their report appearing herein, and are included in reliance on the report of such firm given in their authority as experts in accounting and auditing. **WHERE YOU CAN FIND MORE INFORMATION ABOUT US** We have filed with the Securities and Exchange Commission a registration statement on Form SB-2 under the Securities Act of 1933 with respect to the common stock offered by this prospectus. This prospectus, which constitutes part of the registration statement, does not contain all of the information set forth in the registration statement and its exhibits and schedules, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information regarding our common stock and us, please review the registration statement, including exhibits, schedules and reports filed as a part of the registration statement. Statements in this prospectus about the contents of any contract or other document filed as an exhibit to the registration statement, set forth the material terms of contracts or other documents but are not necessarily complete, and in each instance reference is made to the copy of that document filed as an exhibit to the registration statement, and each of these statements are qualified in all respects by such reference. The registration statement, including the exhibits and schedule thereto, may be inspected without charge at the principal office of the public reference facilities

maintained by the Securities and Exchange Commission at Room 1024 at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549; or at its offices at Northwest Atrium Center, 500 West Madison Street, 14th Floor, Chicago, Illinois 60661; or 233 Broadway, 13th Floor, New York, New York 10279. Copies of this material can also be obtained at prescribed rates by writing to the Public Reference Section of the Securities and Exchange Commission at its principal office at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. The Securities and Exchange Commission maintains a Web site (<http://www.sec.gov>) that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC, including our company. The common stock of our company is quoted on the Nasdaq SmallCap Market. 32 NUWAVE TECHNOLOGIES, INC. INDEX TO FINANCIAL STATEMENTS PAGE(S) Report of Independent Accountants..... F-2

Balance Sheet as of December 31, 2001..... F-3 Statements of Operations for the two years ended December 31, 2001..... F-4 Statements of Stockholders' Equity for two years ended December 31, 2001..... F-5 Statements of Cash Flows for the two years ended December 31, 2001..... F-6 Notes to Financial Statements..... F-8 - F-16 Condensed Balance Sheets as of March 31, 2002 (unaudited) and December 31, 2001..... F-17 Condensed Statements of Operations for the three months ended March 31, 2002 (unaudited) and March 31, 2001 (unaudited)..... F-18 Condensed Statements of Cash Flows for the three months ended March 31, 2002 (unaudited) and March 31, 2001 (unaudited)..... F-19 Notes to Condensed Financial Statements..... F-20 F-1 REPORT OF INDEPENDENT ACCOUNTANTS Board of Directors and Stockholders NUWAVE Technologies, Inc. Fairfield, New Jersey We have audited the accompanying balance sheet of NUWAVE Technologies, Inc as of December 31, 2001, and the related statements of operations, stockholders' equity and cash flows for each of the years in the two-year period ended December 31, 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NUWAVE Technologies, Inc. as of December 31, 2001, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2001, in conformity with accounting principles generally accepted in the United States of America. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Eisner LLP Florham Park, New Jersey March 5, 2002 With respect to the last paragraph of Note 1 April 15, 2002 F-2 NUWAVE TECHNOLOGIES, INC. BALANCE SHEET (In thousands, except share data)

ASSETS	December 31, 2001	-----	Current assets: Cash and cash equivalents	\$ 1,011	Accounts receivable, net	138	Inventory	413	Prepaid expenses and other current assets	179	-----	Total current assets	1,741	Property and equipment	82	Other assets	30	Deferred tax benefit	280	-----	Total assets	\$ 2,133	=====	LIABILITIES AND STOCKHOLDERS' EQUITY		
			Current liabilities: Accounts payable and accrued liabilities	\$ 846	-----	Total liabilities	846	-----	Commitments and contingencies		Stockholders' equity: Series A Convertible Preferred Stock, noncumulative, \$.01 par value; authorized 400,000 shares; none issued		Preferred stock, \$.01 par value; authorized 1,000,000 shares; none issued (preferences and rights to be designated by the Board of Directors)		Common stock, \$.01 par value; authorized 40,000,000 shares; 114,114,402,651 shares issued and outstanding at December 31, 2001		Additional paid in capital	25,613	Accumulated deficit (24,440)	-----	Total stockholders' equity	1,287	-----	Total liabilities and stockholders' equity	\$ 2,133	=====
			The accompanying notes are an integral part of these financial statements																							
			F-3 NUWAVE TECHNOLOGIES, INC. STATEMENTS OF OPERATIONS (In thousands, except share and per share data)																							
			Year	Year	ended	ended	December 31,	December 31,	2001	2000	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----		
			Net sales	\$ 505	\$ 14	Cost of sales (308)	(4)	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----		

Operating expenses: Research and development expenses (1,165) (1,183) General and administrative expenses (3,699) (3,314) ----- (4,864) (4,497) ----- Loss from operations (4,667) (4,487) ----- Other income (expense): Interest income 88 274 Interest expense (12) (10) ----- 76 264 ----- Net loss before benefit (provision) for income taxes (4,591) (4,223) Benefit (provision) for income taxes 318 (66) ----- Net loss \$ (4,273) \$ (4,289) ===== Basic and diluted loss per share: Weighted average number of common shares outstanding 10,749,404 10,135,345 ===== Basic and diluted loss per share \$ (0.40) \$ (0.42) =====

The accompanying notes are an integral part of these financial statements F-4 NUWAVE TECHNOLOGIES, INC. STATEMENTS OF STOCKHOLDERS' EQUITY (In thousands, except share data) TOTAL COMMON STOCK ADDITIONAL ACCUMULATED STOCKHOLDERS' SHARES AMOUNT PAID-IN CAPITAL DEFICIT EQUITY Balance at December 31, 1999 8,468,889 \$ 85 \$ 18,699 \$ (15,878) \$ 2,906 2,088,608 Common shares issued with 1,044,304 warrants to purchase common shares in connection with a private placement..... 2,088,608 21 6,579 6,600 Costs incurred in connection with private placement..... (1,107) (1,107) Warrants to purchase common stock issued in connection with consulting agreements..... 311 311 Options issued at less than market..... 45 45 232 Common shares issued in connection with the exercise of stock warrants..... 232 1 1 Net loss for the year ended December 31, 2000..... (4,289) (4,289) ----- Balance at December 31, 2000 10,557,729 \$ 106 \$ 24,528 \$ (20,167) \$ 4,467 Common shares issued in connection with the exercise of 844,922 warrants..... 844,922 8 837 845 Options and warrants to purchase common stock issued in connection with consulting agreements..... 248 248 Net loss for the year ended December 31, 2001..... (4,273) (4,273) ----- Balance at December 31, 2001..... 11,402,651 \$ 114 \$ 25,613 \$ (24,440) \$ 1,287 =====

The accompanying notes are an integral part of these financial statements F-5 NUWAVE TECHNOLOGIES, INC. STATEMENTS OF CASH FLOWS (In thousands) Year Year Ended Ended December 31, December 31, 2001 2000 ----- Cash flows from operating activities: Net loss \$ (4,273) \$ (4,288) Adjustments to reconcile net loss to net cash used in operating activities: Provision for doubtful accounts 43 Depreciation expense 48 72 Amortization and impairment of website development costs 144 35 Amortization and impairment of software development costs 152 Increase in accounts receivable (181) Increase in inventory (368) (4) Decrease (increase) in prepaid expenses and other current assets 113 (196) Decrease in other assets 25 10 (Increase) decrease in deferred tax benefits (40) 668 Increase in accounts payable and accrued liabilities 429 143 Extension of expiration date of stock options at less than current market price 45 Issuance of options and warrants in connection with consultant agreements 248 311 ----- Net cash used in operating activities (3,660) (3,204) ----- Cash flows from investing activities: Purchase of property and equipment (21) (80) Capitalized software and website development costs (331) ----- Net cash used in investing activities (21) (411) -----

The accompanying notes are an integral part of these financial statements F-6 NUWAVE TECHNOLOGIES, INC. STATEMENTS OF CASH FLOWS (In thousands) Year Year Ended Ended December 31, December 31, 2001 2000 ----- Cash flows from financing activities: Proceeds from equity offering 6,600 Costs incurred for equity offerings and warrants (1,108) Issuance of common stock in connection with exercise of warrants 845 1 ----- Net cash provided by financing activities 845 5,493 ----- Net (decrease) increase in cash and cash equivalents (2,836) 1,878 Cash and cash equivalents at the beginning of the period 3,847 1,969 ----- Cash and cash equivalents at the end of the period \$ 1,011 \$ 3,847 =====

Supplemental disclosure of cash flow information: Interest paid during the period \$ 12 \$ 10 ===== The accompanying notes are an integral part of these financial statements F-7

1. ORGANIZATION AND BUSINESS NUWAVE Technologies, Inc. (the Company) was incorporated in Delaware on July 17, 1995. Prior to 2001, the Company was a development stage enterprise. The Company's focus to date has been and continues to be on unique technology related to image and video enhancement designed to enrich picture and video output with clearer, more defined detail in texture, color, contrast and tone, at low cost. The Company's initial products can be used by original equipment manufacturers (OEM's) for placement into products that produce images on display screens such as televisions or DVD players, for supplementing and increasing video quality on existing television monitors and video displays via set-top boxes containing our technology, and by individuals over the Internet for improving their personal photographs. The Company has developed proprietary

video-enhancement technology designed to significantly enhance video output devices with clearer, sharper details and more vibrant colors when viewed on the display screen. This is known as the NUWAVE Video Processor (NVP) technology. In addition the Company has developed patented high speed filtering technology that removes approximately 70% of the picture noise while retaining correct focus (the image and text in the image does not blur). NUWAVE has recently completed development of three product lines based upon its core proprietary technology. These are: 1) the NUWAVE Video Processor (NVP) Technology, 2) Retail Products and 3) Digital Filtering Technology. Each product line is currently being marketed to their respective distribution channels. There is no assurance the Company will achieve significant sales of any of its products or technology. In addition, the Company operates in an environment of rapid change in technology and is dependent upon the services of its employees and its consultants. If the Company is unable to successfully market its NVP and digital filtering technology and related products it is unlikely that the Company could continue its business. The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern and realization of assets and settlement of liabilities and commitments in the normal course of business. The Company has incurred substantial losses since its inception and anticipates continued losses from operations. The Company will continue to require infusion of capital (see below) until operations become profitable. In the event, the Company is unable to complete a registration and sale of its Common Stock pursuant to the agreement discussed below, there would be substantial doubt about the ability of the Company to continue as a going concern. These financial statements include no adjustments to assets and liabilities reflecting this potential uncertainty. In addition to the capital transactions discussed in Note 9, on April 15, 2002 the Company entered into a \$3.0 million Equity Line of Credit with a qualified investor (the "Purchaser"). Provided it is in compliance with the terms of the agreement including the effective registration of shares to be sold, the Company may, at its option, require the investor to purchase up to \$300,000 per month of the Company's Common Stock (the "put shares") up to a maximum of \$3.0 million over the next two years. The purchase price of the put shares will be 97% of the then Market Price (as defined in the Equity Line of Credit). In addition the Company has issued as a fee to the Purchaser of approximately 242,000 shares of restricted common stock with a fair market value of \$150,000. Upon the initial Put and all subsequent Puts, the Purchaser shall receive directly from escrow cash compensation equal to 4% of the gross proceeds of the Put.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**USE OF ESTIMATES** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. The most significant estimates relate to the valuation allowance in connection with deferred tax assets. Actual results could differ from those estimates.

**F-8 CASH AND CASH EQUIVALENTS** Cash and cash equivalents include all cash balances, money market instruments, and other highly liquid investments with insignificant interest rate risk and original maturities of three months or less. At December 31, 2001, \$1,011,000 of money market accounts and commercial checking accounts, the fair value of which approximate cost, are included in cash and cash equivalents.

**INVENTORY** Inventory is stated at the lower of cost (first-in, first-out method) or market.

**PROPERTY AND EQUIPMENT** Property and equipment are recorded at cost less accumulated depreciation. The cost of maintenance and repairs is charged against results of operations as incurred. Depreciation is charged against results of operations by an accelerated method over the estimated useful lives of the related assets. Sales and retirements of depreciable property are recorded by removing the related cost and accumulated depreciation from the accounts. Gains or losses on sales and retirements of property and equipment are reflected in the results of operations.

**REVENUE RECOGNITION** Revenue is recognized when products are shipped to customers.

**RESEARCH AND DEVELOPMENT EXPENSES** Expenditures for research and development are generally expensed as incurred with the exception of website development costs of \$179,000 and software development costs of \$152,000 which were capitalized in 2000. During the year December 31, 2001, the Company determined that it would not recover its investment in website and software development costs. Accordingly, the Company wrote off the unamortized costs aggregating \$156,000. Additionally, during the years ended December 31, 2001 and December 31, 2000 amortization of the costs aggregated \$140,000 and \$35,000, respectively.

**ADVERTISING EXPENSES** The Company expenses advertising costs which consist primarily of promotional items, print and digital media. Advertising and promotional expenses charged to operations for the years ended December 31, 2001 and December 31, 2000 amounted to \$583,000 and \$265,000,

respectively. **CONCENTRATIONS** The Company's financial instruments that are exposed to concentrations of credit risk consist of cash and cash equivalents. The Company places its cash and cash equivalents in high quality institutions with three types of accounts, 1) an operating account where the cash balance is in excess of the FDIC insurance limit, 2) a money market fund which invests only in U.S. Government securities and 3) certificates of deposit. For the year ended December 31, 2001 three customers accounted for sales of approximately \$218,000 (43%), \$86,000 (17%) and \$61,000 (12%). The customer representing 43% of sales was located in China and the customer representing 17% of sales was located in the United Kingdom. For the year ended December 31, 2001, export sales, which were primarily from the UK and China, amounted to approximately \$334,000.

**F-9 PER SHARE DATA** The basic per share data has been computed on the basis of the loss for the period divided by the historic weighted average number of shares of common stock outstanding. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. Potentially dilutive securities aggregate 10,648,320 and 11,157,242 shares as of December 31, 2001 and 2000, respectively.

**INCOME TAXES** The Company recognizes deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined on the basis of the differences between the tax basis of assets and liabilities and their respective financial reporting amounts ("temporary differences") at enacted tax rates in effect for the years in which the differences are expected to reverse.

**RECENT ACCOUNTING PRONOUNCEMENTS** In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations." SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. This statement specifies that certain acquired intangible assets in a business combination be recognized as assets separately from goodwill and that existing intangible assets and goodwill be evaluated for these new separation requirements. Management does not expect this statement to have a material impact on the Company's financial position or results of operations. In June 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets." SFAS No. 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill, including goodwill recorded in past business combinations, will cease upon adoption of this statement. In addition, this statement requires that goodwill be tested for impairment at least annually at the reporting unit level. Management does not expect this statement to have a material impact on the Company's financial position or results of operations. In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations." This statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. The Company is required to implement SFAS No. 143 on January 1, 2003. Management does not expect this statement to have a material impact on the Company's financial position or results of operations. In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." This statement supercedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." The statement retains the previously existing accounting requirements related to the recognition and measurement of the impairment of long-lived assets to be held and used while expanding the measurement requirements of long-lived assets to be disposed of by sale to include discontinued operations. It also expands the previously existing reporting requirements for discontinued operations to include a component of an entity that either has been disposed of or is classified as held for sale. The Company implemented SFAS No. 144 on January 1, 2002. Management does not expect this statement to have a material impact on the Company's financial position or results of operations.

**F-10 3. PROPERTY AND EQUIPMENT** Property and equipment consist of the following:

**USEFUL LIVES IN DECEMBER 31, YEARS 2001**

Furniture and Fixtures.....	10	\$ 5,000	Computers.....	5	252,000	Equipment.....
.....	5	100,000	Automobiles.....	2	11,000	\$ 368,000
depreciation.....	286,000	\$ 82,000	4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES			

Accounts payable and accrued liabilities consist of the following:

**DECEMBER 31, 2001**

Accounts payable.....	\$ 463,000	Advance payments from customers.....	183,000
Legal and accounting fees.....	164,000	Accrued payroll.....	33,000
Payroll taxes payable.....	3,000	-----	\$ 846,000

**5. CAPITAL TRANSACTIONS COMMON STOCK AND WARRANTS** On February 14, 2000 in a private equity transaction, the Company issued 2,088,608 shares of the Company's Common Stock and 1,044,304 Redeemable Common Stock Purchase Warrants ("Common Stock Purchase Warrants") for an aggregate purchase price of \$6,600,000. Each Common Stock Purchase Warrant entitles the holder

thereof to purchase one share of Common Stock at an exercise price per share of \$3.95, commencing from March 14, 2000 and expiring on March 14, 2003. The Common Stock Purchase Warrants are subject to redemption by the Company at \$.01 per Warrant on not less than 30 days prior written notice to the holders of the Warrants, provided the average closing bid price of the Common Stock has been at least 250% of the then current exercise price of the Warrants for a period of thirty consecutive trading days ending within five days prior to the date on which the Company gives notice of redemption. The placement agent received a commission of 10% (\$660,000) of the gross proceeds from the sale of the Units, as well as a 3% non-accountable expense allowance (\$198,000) and reimbursement of other costs, including legal expenses relating to the offering (\$54,399). In addition, it received as part of its compensation, warrants exercisable until March 14, 2003 to purchase up to 522,152 shares of the Company's Common Stock at a price per share of \$3.95. In connection with its IPO, the Company issued 2,530,000 Redeemable Common Stock Purchase Warrants (the "IPO Warrants") to purchase an additional 2,530,000 common shares. Initially, the IPO Warrants had an exercise price of \$5.50 per share and an expiration date of July 3, 2001. Also in connection with the IPO the Company issued to the underwriter warrants to purchase (i) 220,000 shares of Common Stock and (ii) 220,000 Redeemable Warrants to purchase Common Stock (the "IPO Underwriters Warrants"). The IPO Underwriters Warrants were exercisable at \$8.25 with an expiration date of July 3, 2001. In May 2001, the Board of Directors extended the expiration date for the IPO Warrants and the IPO Underwriters Warrants for an additional year to July 3, 2002. F-11 As a result of subsequent dilutive transactions and in accordance with the provisions of the Warrant Agreement adjustments have been made to the exercise price of the IPO Warrants and to the number of shares issuable on exercise of the Public Warrants. The exercise price has been reduced from \$5.50 to \$3.99. In addition, for every share of Common Stock the warrant holders were entitled to prior to these dilutive transactions (2,530,000 shares), the warrant holders are now entitled to 1.378 shares (3,486,340 shares). Also, pursuant to the Warrant Agreement, the Company can redeem the IPO warrants in the event that the average closing price of the Company's Common Stock is at least 150% of the then current exercise price of the IPO Warrants for a period of 20 consecutive trading days. In 1998 in connection with a consultant agreement, the Company issued warrants to purchase 400,000 shares of common stock to the consultant. The warrants have an exercise price of \$4 per share and expire on March 3, 2003. Also in 1998, in conjunction with a private equity placement the Company issued 2,057,207 Class A Redeemable Warrants (Class A Warrants) to purchase 2,057,207 shares of Common Stock at an exercise price of \$3.24 per share. The Class A Warrants expire on May 11, 2003. In conjunction with the two private equity placements, the placement agent received as part of its compensation 1,987,391 warrants to purchase common shares (the "Placement Agent Warrants"). 1,465,239 Placement Agent Warrants were exercisable at \$3.24 with an expiration date of May 11, 2003. 522,152 Placement Agent Warrants were exercisable at \$3.95 with an expiration date of March 14, 2003. On August 16, 2001, the Company offered to the holders of its placement agent warrants the opportunity to exercise such warrants at a reduced exercise price of \$1 per share of common stock. During the period, beginning August 28, 2001 and ending November 12, 2001, the Company received a total of \$844,922 and issued a total of 844,922 of its common shares to the holders of its placement agent warrants, who chose to take advantage of this offer. On January 15, 2002 this reduced price offer expired and the original exercise price per share was reinstated. STOCK OPTIONS The Company accounts for stock options in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ("APB No. 25"). Under APB No. 25, generally, no compensation expense is recognized in the financial statements in connection with the awarding of stock option grants to employees provided that, as of the grant date, all terms associated with the award are fixed and the quoted market price of the Company's stock, as of the grant date, is not more than the amount an employee must pay to acquire the stock as defined; however, to the extent that stock options are granted to non employees, for goods or services, the fair value of these options is included in operating results as an expense. A summary of the Company's stock option activity under its plans (which are discussed below), and related information, is as follows: WEIGHTED NUMBER OF AVERAGE NUMBER OF COMMON EXERCISE PRICE EXERCISE SHARES SHARES RANGE PER SHARE PRICE EXERCISABLE ----- Outstanding at December 31, 1999..... 1,394,500 \$1.50 - \$6.88 \$3.02 1,199,338 ===== Granted..... 57,500 \$1.00 - \$2.44 \$1.42 Cancelled..... (60,000) \$1.50 - \$2.50 \$1.67 Outstanding at December 31, 2000..... 1,392,000 \$1.00 - \$6.88 \$3.01 1,282,340 ----- ===== Granted..... 442,143 \$0.61 - \$1.16 \$0.85 Cancelled..... (206,143) \$0.79 - \$6.00 \$2.28 ----- Outstanding at December 31, 2001..... 1,628,000 \$0.61 - \$6.88 \$2.52 1,492,171 ===== Exercise prices and weighted-average contractual



lives for stock options outstanding as of December 31, 2001 are as follows: F-12 OPTIONS OUTSTANDING  
 OPTIONS EXERCISABLE WEIGHTED WEIGHTED WEIGHTED AVERAGE AVERAGE AVERAGE RANGE  
 OF EXERCISE NUMBER REMAINING EXERCISE NUMBER EXERCISE PRICES OUTSTANDING  
 CONTRACTUAL LIFE PRICE EXERCISABLE PRICE \$ 0.61 - \$ 2.56 842,500 5.49 \$1.29 706,671 \$1.37 \$ 3.00 - \$  
 3.25 653,000 1.40 \$3.25 653,000 \$3.25 \$ 5.87 - \$ 6.88 132,500 1.63 \$6.68 132,500 \$6.68 The following table  
 summarizes the pro forma operating results of the Company had compensation costs for the stock options granted  
 been determined in accordance with the fair- value-based method of accounting for stock based compensation as  
 prescribed by SFAS No. 123. Since certain option grants awarded during 2001 and 2000 vest over several years and  
 additional awards are expected to be issued in the future, the pro forma results noted below are not likely to be  
 representative of the effects on future years of the application of the fair-value-based method. YEAR ENDED  
 ----- DECEMBER 31, 2001 DECEMBER 31, 2000 ----- Pro  
 forma net loss..... \$ (4,405,000) \$ (4,646,000) Pro forma basic and diluted loss per share.....  
 \$ (.41) \$ (.55) For the purpose of the above pro forma information, the fair value of these options was estimated at the  
 date of grant using the Black-Scholes option pricing model. The weighted-average fair value of the options granted  
 during 2001 and 2000 was \$.78 and \$1.18, respectively. The following weighted-average assumptions were used in  
 computing the fair value of option grants for 2001 and 2000: weighted-average risk-free interest rates ranged from  
 5.09% to 5.39% for 2001 and 5.24% to 6.66% for 2000; zero dividend yields for both years; volatility of the  
 Company's Common Stock of 110% for 2001 and 134% for 2000; and an expected life of the options of ten years for  
 both years. In 1999 the Company contracted with an investor relations firm to provide various Investor Relations and  
 Public Relations services for the Company. As part of their compensation the Company granted it 300,000 options for  
 the purchase of the Company's Common Stock at \$2.00 per share (market price on date of grant). The estimated fair  
 value of the options at date of issue was \$342,286 and was amortized over twelve months. For the year ended  
 December 31, 2000 the Company recognized expense of \$307,604, relating to this agreement. As a result of  
 performance incentive stock options granted and earned during 2001, the Company incurred a charge to operations of  
 \$216,000. On May 4, 2000, the Company extended the expiration dates on certain options granted to executive  
 officers. At the time of the granting of the extensions the market value of the Company's common stock exceeded the  
 exercise price of the options. Accordingly, the Company recognized an expense of \$45,134 during 2000. At December  
 31, 2001, there were 10,703,177 shares of the Company's Common Stock reserved for the exercise of warrants and  
 options under the plans. 1996 Stock Incentive Plan for Employees and Consultants On January 31, 1996, the  
 Company adopted its 1996 Stock Incentive Plan for Employees and Consultants (the "Plan"). Under the Plan,  
 incentive and nonqualified stock options, stock appreciation rights and restricted stock may be granted to key  
 employees and consultants (the "Participants") by certain disinterested directors of the Board of Directors. Any  
 incentive option granted under the Plan will have an exercise price of not less than 100% of the fair market value of  
 the shares on the date on which such option is granted. With respect to an incentive option granted to a Participant  
 who owns more than 10% of the total combined voting stock of the Company or of any parent or subsidiary of the  
 Company, the exercise price for such option must be at least 110% of the fair market value of the shares subject to the  
 option on the date on which the option is granted. A nonqualified option granted under the Plan (i.e., an option to  
 purchase the common stock that does not meet the Internal Revenue Code's F-13 requirements for incentive options)  
 must have an exercise price of at least the par value of the stock. Stock appreciation rights may be granted in  
 conjunction with the grant of an incentive or nonqualified option under the Plan or independently of any such stock  
 option. The directors determine the vesting of the options under the Plan at the date of grant. A maximum of  
 1,205,000 options can be awarded under the Plan (as amended May 26, 1998). Non-Employee Director Stock Option  
 Plan On November 25, 1996, the Company established a Non-Employee Director Stock Option Plan (the "Director's  
 Plan"). The Director's Plan provides that each member of the Board of Directors (an "Eligible Director") who  
 otherwise (1) is not currently an employee of the Company, or (2) is not a former employee still receiving  
 compensation for prior services (other than benefits under a tax-qualified pension plan) shall be eligible for the grant  
 of stock options under the Director's Plan. Each Eligible Director at the time of his election to the Board of Directors,  
 shall be granted an option to purchase 3,000 shares of the Company's common stock at an exercise price equal to  
 closing price of such common stock at close of business at the date of such grant, such option to vest immediately and  
 to expire five years from the date of such grant. Beginning with the annual meeting of the stockholders of the  
 Company held on May 29, 1997 and provided that a sufficient number of shares remain available under the Director's

Plan, each year immediately following the date of the annual meeting of the Company there automatically will be granted to each Eligible Director who is then serving on the Board an option to purchase 5,000 shares of the Company's Common Stock. The first 1,000 options vest immediately, the remainder vest equally over the next four years from the date of grant and are exercisable at the closing price of such shares of common stock at the date of grant. Such options expire five years from the date of vesting. The maximum number of shares of Common Stock with respect to which options may be granted under the Director's Plan (as amended May 26, 1998) is 235,000 shares.

6. EMPLOYEE BENEFIT PLAN The Company maintains a noncontributory Employee Savings Plan, in accordance with the provisions of Section 401(k) of the Internal Revenue Code. Pursuant to the terms of the plan, participants can defer a portion of their income through contributions to the Plan. During the year ended December 31, 2001, the Company contributed \$38,000.

7. INCOME TAXES The tax effect of temporary differences consists of the following:  
 DECEMBER 31, 2001 ----- Deferred tax assets: Start up costs..... \$ 420,000 Property,  
 equipment and software..... 67,000 Research credits..... 99,000 Net operating loss  
 carryforward..... 8,438,000 ----- 9,124,000 Valuation allowance..... (8,844,000)

----- \$ 280,000 ===== F-14 Income tax benefit (expense) as of December 31, 2001 and 2000 consists of  
 the following: 2001 2000 ----- State..... Current.....  
 \$ 278,000 \$ 603,000 Deferred..... 40,000 (668,000) ----- \$ 318,000 \$ (65,000)

===== In accordance with New Jersey statutes, the Company has entered into an agreement to  
 sell certain New Jersey net operating losses and research and development credits accordingly, a state income tax  
 benefit (expense) and deferred tax asset has been recognized in 2001 and 2000. The increase in valuation allowances  
 for the years ended December 31, 2001 and 2000 were \$1,520,000 and \$1,977,000, respectively. The difference  
 between the statutory federal income tax rate and the effective rate for the Company's income tax benefit (expense) for  
 each of the years ended December 31, 2001 and 2000, respectively, is summarized as follows: 2001 2000 -----

----- Statutory federal income tax rate..... 34.0% 34.0% State income tax benefit (expense) net of  
 federal tax effect... 4.6% (1.0)% Increase in valuation allowance..... (31.9)% (33.8)%

Miscellaneous..... 0.2% (0.8)% ----- Effective income tax  
 rate..... 6.9% (1.6)% =====

===== As of December 31, 2001, the Company has  
 unused net operating loss carryforwards of \$23,100,000 available for federal income tax purposes. The unused net  
 operating loss carryforwards expire in various years from 2010 to 2021. The Company, in the future, may be subject  
 to limitations on the use of its NOL's as provided under Section 382 of the Internal Revenue Code.

8. COMMITMENTS AND CONTINGENCIES CONSULTING AND REPRESENTATIVE AGREEMENTS On July  
 22, 1998, the Company contracted with David Kwong ("consultant") to sell and license products in China and to  
 maintain a sales office for the Company in China. The contract may be terminated, by either party, at any time by  
 giving the other party at least 90 days' notice of termination. In return for such services the Company agreed to pay the  
 consultant a monetary commission and grant certain stock options upon attaining determined sales levels. In addition  
 the consultant will receive a monthly consulting fee. The Company further agreed to pay the costs to establish and  
 maintain an office in China within the limits of an approved budget. For the year ended December 31, 2000 a total of  
 \$292,000 had been paid under the terms of the contract, representing consulting fees of \$120,000, office expenses of  
 \$121,000 and travel costs of \$52,000. For the year ended December 31, 2001 a total of \$274,000 had been paid under  
 the terms of the contract, representing consulting fees of \$91,000, travel of 111,000, marketing costs of \$34,000,  
 commissions of \$20,000 and office expenses of \$18,000. No stock options had been granted through December 31,  
 2001 pursuant to this agreement.

LEASES The Company leases shared office space on a month-to-month basis. Rent  
 expense incurred for the years ended December 31, 2001 and December 31, 2000 amounted to \$90,000 and \$84,000,  
 respectively.

F-15 EMPLOYMENT AGREEMENT Mr. Zarin entered into an employment agreement with the  
 Company, dated as of April 1, 2000, pursuant to which he agreed to serve as the Company's President and Chief  
 Executive Officer through December 31, 2007 after which time the Employment Agreement shall automatically  
 continue for additional one year periods (the "Renewal Terms") unless either Zarin or the Corporation notifies the  
 other at least six months prior to the end of the initial or any Renewal Term. The agreement provided for an initial  
 salary of \$120,000 per year, which was increased to \$150,000 on May 11, 2001. Mr. Zarin's base salary was  
 voluntarily decreased to \$137,500 in March 2002. Mr. Zarin is also entitled to an annual bonus based on the  
 performance of the Corporation equal to (i) 50% of his base compensation if the Company's net profits before taxes  
 are equal to projections to be approved by the Company's Board of Directors, (ii) 75% of his base compensation if the

Company's net profits before taxes are equal to 105% of such projections, and (iii) 100% of his base compensation if the Company's net profits before taxes are equal to 115% of such projections. Mr. Zarin can terminate the agreement upon 180 days notice. The Company can terminate the agreement for good cause at any time. If the Company elects not to renew the Agreement and has given proper notification, Mr. Zarin will receive on the date of termination an amount equal to 150% of his base compensation, his entitled performance bonus and an amount equal to the average of any discretionary bonus paid for the preceding two calendar years (the "Termination Bonuses"). If the Company otherwise terminates the agreement without cause, or otherwise materially breaches the agreement prior to December 31, 2005, Mr. Zarin will receive a single payment equal to the remaining payments he would have been entitled to receive during the unexpired portion of the agreement, an additional two years base compensation and any termination bonuses. If the Company otherwise terminates the agreement without cause, or otherwise materially breaches the agreement after December 31, 2005, Mr. Zarin will receive a single payment equal to the remaining payments he would have been entitled to receive during the unexpired portion of the agreement, an additional three years base compensation and any termination bonuses. Pursuant to an earlier employment agreement Mr. Zarin was granted an option to purchase 200,000 shares of Common Stock at \$1.50 per share. The option expires December 31, 2005 and terminates if Mr. Zarin voluntarily leaves the Company or the employment agreement is terminated by the Company for good cause.

9. SUBSEQUENT EVENTS On February 5, 2002 the Company entered into a private placement agreement with investors whereby the Company issued 600,000 shares of the Company's common stock for an aggregate purchase price of \$330,000. In connection with this agreement, the Company issued to the Placement Agent a Placement Agent Warrant, exercisable to purchase up to 30,000 shares of Common Stock, representing five percent of the total of the stock issued in the Offering. The warrants shall be exercisable for a period of five years, expiring on February 5, 2007, at an exercise price of \$.55 per share. The Placement agent also received a cash placement fee of eight percent of the purchase price and a non-accountable allowance equal to two percent of the purchase price, totaling \$33,000. On February 27, 2002 the Company entered into agreement with an investor whereby the Company issued 214,286 shares of Common Stock at a purchase price of \$.70 per share for an aggregate purchase price of \$150,000. In addition the Company issued warrants to purchase up to 50,000 shares of Common Stock at an exercise price of \$1.00 per share with exercise period of five years expiring February 27, 2007. Under the terms of the agreement a consultant was paid a finder's fee of \$1,500 representing one percent of the Purchase Price.

F-16 NUWAVE TECHNOLOGIES, INC. BALANCE SHEETS (In thousands, except share data) ASSETS March 31, December 31, 2002 2001 (unaudited) Current assets: Cash and cash equivalents \$ 795 \$ 1,011 Accounts receivable, net 8 138 Inventory 274 413 Prepaid expenses and other current assets 143 179 Total current assets 1,220 1,741 Property and equipment 76 82 Other assets 26 30 Deferred tax benefit 280 280 ----- Total assets \$ 1,602 \$ 2,133 =====

LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities: Accounts payable and accrued liabilities \$ 454 \$ 846 ----- Total liabilities 454 846 ----- Commitments and contingencies Stockholders' equity: Series A Convertible Preferred Stock, noncumulative, \$.01 par value; authorized 400,000 shares; none issued Preferred stock, \$.01 par value; authorized 1,000,000 shares; none issued (preferences and rights to be designated by the Board of Directors) Common stock, \$.01 par value; authorized 40,000,000 shares; 12,216,937 shares issued and outstanding at March 31, 2002 122 114 Additional paid in capital 26,059 25,613 Accumulated deficit (25,033) (24,440) ----- Total stockholders' equity 1,148 1,287 ----- Total liabilities and stockholders' equity \$ 1,602 \$ 2,133 =====

The accompanying notes are an integral part of these condensed financial statements.

F-17 NUWAVE TECHNOLOGIES, INC. STATEMENTS OF OPERATIONS (In thousands, except share and per share data) Three Months Three Months Ended March 31, Ended March 31, 2002 2001 (unaudited) (unaudited) Net sales \$ 268 \$ 2 Cost of sales (140) (1) ----- 128 1 ----- Operating expenses: Research and development expenses (150) (279) General and administrative expenses (573) (581) ----- (723) (860) ----- Loss from operations (595) (859) ----- Other income (expense): Interest income 3 46 Interest expense (1) (4) ----- 2 42 ----- Net loss \$ (593) \$ (817) =====

Basic and diluted loss per share: Weighted average number of common shares outstanding 11,838,842 10,557,729 ===== Basic and diluted loss per share \$ (0.05) \$ (0.08) =====

The accompanying notes are an integral part of these condensed financial statements.

F-18 NUWAVE TECHNOLOGIES, INC. STATEMENTS OF CASH FLOWS (In thousands) Three Months Three Months Ended Ended March 31, March 31, 2002 2001 (unaudited) (unaudited) ----- Cash flows from

operating activities: Net loss \$ (593) \$ (817) Adjustments to reconcile net loss to net cash used in operating activities  
 Depreciation expense 6 11 Amortization of website development costs 22 Amortization of software development  
 costs 13 Decrease in accounts receivable 130 Decrease (increase) in inventory 139 (17) Decrease in prepaid expenses  
 and other current assets 36 21 Decrease in other assets 4 10 Decrease in accounts payable and accrued liabilities (392)  
 (82) Issuance of options and warrants in connection with consultant agreements 9 3 ----- Net cash used  
 in operating activities (661) (836) ----- Cash flows from investing activities: Purchase of property and  
 equipment (2) ----- Net cash used in investing activities - (2) ----- Cash flows from financing  
 activities: Proceeds from equity offering 480 Costs incurred for equity offerings and warrants (35) -----  
 Net cash provided by financing activities 445 ----- Net decrease in cash and cash equivalents (216) (838)  
 Cash and cash equivalents at the beginning of the period 1,011 3,848 ----- Cash and cash equivalents at  
 the end of the period \$ 795 \$ 3,010 ===== Supplemental disclosure of cash flow information:  
 Interest paid during the period \$ 1 \$ 4 ===== The accompanying notes are an integral part of  
 these condensed financial statements. F-19 NUWAVE TECHNOLOGIES, INC. NOTES TO CONDENSED

FINANCIAL STATEMENTS 1. BASIS OF INTERIM FINANCIAL STATEMENT PREPARATION During the  
 second half of 2001 we began commercializing our patented technologies. The accompanying unaudited condensed  
 financial statements have been prepared in accordance with generally accepted accounting principles for interim  
 information. Accordingly, they do not include all of the information and footnotes required by generally accepted  
 accounting principles for complete financial statements. The results of operations for the interim periods shown in this  
 report are not necessarily indicative of expected results for any future interim period or for the entire fiscal year. The  
 Company believes that the quarterly information presented includes all adjustments (consisting only of normal,  
 recurring adjustments) necessary for a fair presentation in accordance with generally accepted accounting principles.  
 The accompanying condensed financial statements should be read in conjunction with the financial statements and  
 accompanying notes appearing on pages F-3 to F-16 of this prospectus. 2. CAPITAL TRANSACTIONS On February  
 5, 2002, the Company entered into a private placement agreement with investors whereby the Company issued  
 600,000 shares of the Company's common stock for an aggregate purchase price of \$330,000. In connection with this  
 agreement, the Company issued to the Placement Agent a Placement Agent Warrant, exercisable to purchase up to  
 30,000 shares of Common Stock, representing five percent of the total of the stock issued in the Offering. The  
 warrants shall be exercisable for a period of five years, expiring on February 5, 2007, at an exercise price of \$.55 per  
 share. The Placement agent also received a cash placement fee of eight percent of the purchase price and a  
 non-accountable allowance equal to two percent of the purchase price, totaling \$33,000. On February 27, 2002, the  
 Company entered into agreement with an investor whereby the Company issued 214,286 shares of Common Stock for  
 an aggregate purchase price of \$150,000 and warrants to purchase up to 50,000 shares of Common Stock at an  
 exercise price of \$1.00 per share with an exercise period of five years expiring February 27, 2007. Under the terms of  
 the agreement a consultant was paid a finder's fee of \$1,500 representing one percent of the Purchase Price. 3.  
 SUBSEQUENT EVENTS On April 15, 2002, the Company entered into a \$3.0 million Equity Line of Credit  
 Agreement with a qualified investor (the "Purchaser"). Provided we are in compliance with the terms of the  
 Agreement, we may, at our option, periodically require the Purchaser to purchase up to \$100,000 in any seven day  
 period of the Company's Common Stock (the "put" shares) up to a maximum of \$3.0 million over the next two years,  
 commencing upon the effective date of a Securities Act registration statement covering such shares. For each share of  
 common stock purchased under the Equity Line of Credit, the Purchaser will pay 97% of the then Market Price (as  
 defined in the Equity Line of Credit), and will be paid a fee of 4% of each advance. The sale of the shares under the  
 Equity Line of Credit is conditioned upon the SEC declaring effective a registration statement under the Securities Act  
 of 1933 concerning the shares of Common Stock to be sold under the equity line of credit. On April 29, 2002, the  
 Company filed a registration statement on Form SB-2 for the registration of 5,000,000 shares of Common Stock to be  
 sold under the Equity Line of Credit, plus the 238,095 shares mentioned below. The Company has issued to the  
 purchaser 218,095 shares of Common Stock as a commitment fee for entering into the Equity Line of Credit  
 Agreement. In addition, the Company issued to the placement agent 20,000 shares of NUWAVE's common stock. The  
 Equity Line of Credit is non-exclusive; thereby permitting us to offer and sell our securities to third parties while the  
 Equity Line of Credit is in effect. NUWAVE has the option to terminate the Equity Line of Credit Agreement at any  
 time, provided there is no pending advance thereunder. F-20 3,729,345 Shares of Common Stock NUWAVE  
 TECHNOLOGIES, INC. P R O S P E C T U S THE DATE OF THIS PROSPECTUS IS JULY \_\_, 2002. PART II

INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS Article Seventh of the registrant's Certificate of Incorporation provides that "[t]he Corporation shall, to the fullest extent permitted by the provisions of ss. 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person." Section 145 of the DGCL permits a corporation, among other things, to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A corporation also may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. However, in such an action by or on behalf of a corporation, no indemnification may be made in respect of any claim, issue or matter as to which the person is adjudged liable to the corporation unless and only to the extent that the court determines that, despite the adjudication of liability but in view of all the circumstances, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. In addition, the indemnification and advancement of expenses provided by or granted pursuant to Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION The estimated expenses of this offering in connection with the issuance and distribution of the securities being registered, all of which are to be paid by the Registrant, are as follows:

II-1 Registration Fee.....	\$ 527	Printing Expenses.....	5,000
Legal Fees and Expenses.....	25,000	Accounting Fees and Expenses.....	10,000
Miscellaneous Expenses.....	9,473		
		----- Total.....	\$ 50,000

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES On February 5, 2002, the Company entered into a private placement agreement with investors whereby the Company issued 600,000 shares of the Company's common stock for an aggregate purchase price of \$330,000. In connection with this agreement, the Company issued to the Placement Agent a Placement Agent Warrant, exercisable to purchase up to 30,000 shares of Common Stock, representing five percent of the total of the stock issued in the Offering. The warrants shall be exercisable for a period of five years, expiring on February 5, 2007, at an exercise price of \$.55 per share. The Placement agent also received a cash placement fee of eight percent of the purchase price and a non-accountable allowance equal to two percent of the purchase price, totaling \$33,000. On February 27, 2002, the Company entered into agreement with an investor whereby the Company issued 214,286 shares of Common Stock at a purchase price of \$.70 per share for an aggregate purchase price of \$150,000. In addition the Company issued warrants to purchase up to 50,000 shares of Common Stock at an exercise price of \$1.00 per share with exercise period of five years expiring February 27, 2007. Under the terms of the agreement a consultant was paid a finder's fee of \$1,500 representing one percent of the Purchase Price. In June 2002, we entered into stock purchase agreements with 18 investors whereby we issued 1,101,165 shares of our Common Stock for an aggregate purchase price of \$330,350. The February and June

2002, issuances of NUWAVE's Common Stock and warrants were claimed exempt from registration by reason of Section 4(2) of the Securities Act and Regulation D, promulgated thereunder. Each of the investors was an "accredited investor" as defined in Regulation D. ITEM 27. EXHIBITS EXHIBIT NUMBER DESCRIPTION OF EXHIBIT 3.1 Articles of Incorporation of NUWAVE Technologies, Inc. (Delaware) (See Exhibit 3.1(a) to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 3.2 Certificate of Amendment to Articles of Incorporation of NUWAVE Technologies, Inc. (Delaware) (See Exhibit 3.1(b) to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 3.3 Amended Certificate of Authority (New Jersey) (See Exhibit 3.1(d) to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 3.4 Certificate of Amendment to Articles of Incorporation of NUWAVE Technologies, Inc. (Delaware) (See Exhibit 3.1(e) to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). II-2 3.5 Certificate of Amendment to Articles of Incorporation of NUWAVE Technologies, Inc. (Delaware) (See Exhibit 3.1 to Current Report on Form 8-K filed with the Commission on February 22, 2000). 3.6 By-Laws of NUWAVE Technologies, Inc. (See Exhibit 3.2 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996) 4.1 Form of Common Stock Certificate (See Exhibit 4.1 to Amendment No. 2 to Registration Statement on Form SB-2 filed with the Commission on July 3, 1996). 5\* Opinion of Thelen Reid & Priest LLP. 10.1 Option Agreement for the Purchase of Common Stock dated as of July 17, 1995 between NUWAVE Engineering, Inc. and Jeremiah F. O'Brien (See Exhibit 10.14 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.2 Option Agreement for the Purchase of Common Stock dated as of September 11, 1995 between NUWAVE Engineering, Inc. and Robert I. Webb (See Exhibit 10.15 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.3 Option Agreement for the Purchase of Common Stock dated as of November 9, 1995 between NUWAVE Engineering, Inc. and Lyle E. Gramley (See Exhibit 10.16 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.4 Option Agreement for Purchase of Common Stock dated as of March 1, 1996 between NUWAVE Technologies, Inc. and Jeremiah F. O'Brien (See Exhibit 10.17 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.5 Option Agreement for Purchase of Common Stock dated as of July 20, 1995 between NUWAVE Technologies, Inc. and Gerald Zarin (See Exhibit 10.18 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.6 Option Agreement for Purchase of Common Stock dated as of March 1, 1996 between NUWAVE Technologies, Inc. and Joseph A. Sarubbi (See Exhibit 10.19 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.7 Option Agreement for Purchase of Common Stock dated as of March 1, 1996 between NUWAVE Technologies, Inc. and Ed Bohn (See Exhibit 10.20 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.8 Form of Indemnification Agreement between the Company and its directors, dated as of January 31, 1996 (See Exhibit 10.24 to Registration Statement on Form SB-2 filed with the Commission on April 2, 1996). 10.9 Non-Employee Director Stock Option Plan (See Exhibit 10.1 to Current Report on Form 8-K filed with the Commission on June 6, 1997). 10.10 Form of Incentive Stock Option Agreement (See Exhibit 4.3 to Registration Statement on Form S-8 filed with the Commission on November 12, 1997). 10.11 Form of Non-Employee Director Stock Option Agreement (See Exhibit 4.4 to Registration Statement on Form S-8 filed with the Commission on November 12, 1997). II-3 10.12 Form of Non-Qualified Stock Option Agreement covering options not granted under either the 1996 Performance Incentive Plan or the Non-Employee Director Stock Option Plan (See Exhibit 4.5 to Registration Statement on Form S-8 filed with the Commission on November 12, 1997). 10.13 Letter Agreement, dated March 3, 1998, between NUWAVE Technologies, Inc. and Janssen/Meyers Associates, L.P. (See Exhibit 10.41 to Annual Report on Form 10-KSB filed with the Commission on March 25, 1998). 10.14 Warrant, dated March 3, 1998, executed by NUWAVE Technologies, Inc. in favor of Janssen/Meyers Associates, L.P., to purchase up to 400,000 shares of Common Stock, par value \$.01 per share, of NUWAVE Technologies, Inc. (See Exhibit 10.41 to Annual Report on Form 10-KSB filed with the Commission on March 25, 1998). 10.15 Placement Agency Agreement, dated as of May 11, 1998, between Janssen-Meyers Associates, L.P. and NUWAVE Technologies, Inc. (See Exhibit 10.1 to Current Report on Form 8-K filed with the Commission on June 11, 1998). 10.16 Warrant Agreement, dated May 15, 1998, between NUWAVE Technologies, Inc. and American Stock Transfer & Trust Company (See Exhibit 10.3 to Current Report on Form 8-K filed with the Commission on June 11, 1998). 10.17 Form of Warrant Certificate (See Exhibit 10.4 to Current Report on Form 8-K filed with the Commission on June 11, 1998). 10.18 Form of Placement Agent Warrant Certificate (See Exhibit 10.6 to Current Report on Form 8-K filed with the Commission on June 11, 1998). 10.19 Form of Subscription Agreement (See Exhibit 10.7 to Current Report on Form 8-K filed with the Commission on June 11,

1998). 10.20 Placement Agency Agreement, dated as of February 14, 2000, between NUWAVE Technologies, Inc. and Janssen-Meyers Associates, L.P. (See Exhibit 10.56 to Annual Report on Form 10-KSB filed with the Commission on March 30, 2000). 10.21 Warrant Agreement, dated March 13, 2000, between NUWAVE Technologies, Inc. and American Stock Transfer & Trust Company. (See Exhibit 10.57 to Annual Report on Form 10-KSB filed with the Commission on March 30, 2000). 10.22 Form of Warrant Certificate. (See Exhibit 10.58 to Annual Report on Form 10-KSB filed with the Commission on March 30, 2000). 10.23 Form of Subscription Agreement. (See Exhibit 10.59 to Annual Report on Form 10-KSB filed with the Commission on March 30, 2000). 10.24 Placement Agent Warrant Agreement, dated March 14, 2000, between NUWAVE Technologies, Inc. Technologies, Inc. Janssen-Meyers Associates, L.P. (See Exhibit 10.60 to Annual Report on Form 10-KSB filed with the Commission on March 30, 2000). 10.25 Restated Employment Agreement dated as of April 1, 2000, between NUWAVE Technologies, Inc. Technologies, Inc. and Gerald Zarin. II-4 10.26 Restated sublease agreement dated September 18, 2000, between NUWAVE Technologies, Inc. and Simon, Sarver & Rosenberg. 10.27 Agreement dated April 7, 2000, between NUWAVE Technologies, Inc. and Eastman Kodak. 10.28 Restated Employment Agreement dated as of April 1, 2000, between NUWAVE Technologies, Inc. and Gerald Zarin (See Exhibit 10.27 to Annual Report on Form 10-KSB, filed with the Commission on April 2, 2001). 10.29 Restated sublease agreement dated September 18, 2000, between NUWAVE Technologies, Inc. and Simon, Sarver & Rosenberg (See Exhibit 10.27 to Annual Report on Form 10-KSB, filed with the Commission on April 2, 2001). 10.30 Agreement dated April 7, 2000, between NUWAVE Technologies, Inc. and Eastman Kodak (See Exhibit 10.27 to Annual Report on Form 10-KSB, filed with the Commission on April 2, 2001). 10.31 Option Agreement for Purchase of Common Stock dated as of August 14, 2001 between NUWAVE Technologies, Inc. and SHEEWAY (Hong Kong) LTD. (See Exhibit 10.30 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.32 Option Agreement for Purchase of Common Stock dated as of April 30, 2001 between NUWAVE Technologies, Inc. and Richard Ekstract. (See Exhibit 10.31 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.33 Option Agreement for Purchase of Common Stock dated as of June 12, 2001 between NUWAVE Technologies, Inc. and Gerald Zarin. (See Exhibit 10.32 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.34 Option Agreement for Purchase of Common Stock dated as of June 12, 2001 between NUWAVE Technologies, Inc. and Jeremiah F. O'Brien. (See Exhibit 10.33 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.35 Form of Warrant Agreements, dated February 5, 2002. (See Exhibit 10.34 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.36 Form of Warrant Agreements, dated February 27, 2002. (See Exhibit 10.35 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.37 Agreement, effective December 2001, between NUWAVE Technologies, Inc. and Gemini Industries, Inc. (See Exhibit 10.36 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.30 Sales Representation & Fulfillment Agreement, effective June 15, 2001, between NUWAVE Technologies, Inc. and L.B.E. Limited T/A Partners In Europe (PIE) (See Exhibit 10.37 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.39 Stock Purchase Agreement, dated as of February 5, 2002. (See Exhibit 10.38 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). 10.40 Stock Purchase Agreement, dated as of February 27, 2002. (See Exhibit 10.30 to Annual Report on Form 10-KSB, filed with the Commission on April 15, 2002). II-5 10.41 Amended and Restated Equity Line of Credit Agreement, dated as of May 17, 2002, between NUWAVE Technologies, Inc. and Cornell Capital Partners, L.P. (See Exhibit 10.45 to Registration Statement on Form SB-2 (File No. 333-89012) filed with the Commission on May 24, 2002) 10.42 Placement Agent Agreement, dated as of April 15, 2002, between NUWAVE Technologies, Inc. and Westrock Advisors, Inc. (See Exhibit 10.42 to Registration Statement on Form SB-2, filed with the Commission on April 29, 2002.) 10.43 Registration Rights Agreement, dated as of April 15, 2002, between NUWAVE Technologies, Inc. and Cornell Capital Partners, L.P. (See Exhibit 10.42 to Registration Statement on Form SB-2, filed with the Commission on April 29, 2002.) 10.44 Escrow Line of Credit Agreement, dated as of April 15, 2002, between NUWAVE Technologies, Inc. and Cornell Capital Partners, L.P. (See Exhibit 10.42 to Registration Statement on Form SB-2, filed with the Commission on April 29, 2002.) 10.45\* Form of Stock Purchase Agreement, dated as of June 2002, between NUWAVE and certain investors. 10.46\* Form of Selling Stockholders Agreement, dated as of July 2002, among NUWAVE and the Purchasers. 23.1\* Consent of Richard A. Eisner & Company, LLP. 23.2\* Consent of Thelen Reid & Priest LLP (included as part of Exhibit 5). 24\* Power of Attorney (included on the signature page of this Registration Statement). ----- \* Filed herewith. ITEM 28. UNDERTAKINGS (a) The

undersigned Company hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and II-6 (iii) to include any additional or changed material information on the plan of distribution. (2) For determining liability under the Securities Act, treat each such post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time shall be deemed to be the initial bona fide offering. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted against the Company by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. II-7 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 OF THE REQUIREMENTS FOR FILING ON FORM SB-2 AND HAS AUTHORIZED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF FAIRFIELD, AND STATE OF NEW JERSEY, ON THE 11TH DAY OF JULY, 2002. NUWAVE

TECHNOLOGIES, INC. By: /s/ Gerald Zarin ----- Gerald Zarin Chairman of the Board of Directors, President and Chief Executive Officer POWER OF ATTORNEY EACH DIRECTOR AND/OR OFFICER OF NUWAVE TECHNOLOGIES, INC. WHOSE SIGNATURE APPEARS BELOW HEREBY APPOINTS GERALD ZARIN AND JEREMIAH F. O'BRIEN, AND EACH OF THEM, AS HIS ATTORNEY-IN-FACT TO SIGN IN HIS NAME AND BEHALF, IN ANY AND ALL CAPACITIES STATED BELOW AND TO FILE WITH THE COMMISSION ANY AND ALL AMENDMENTS, INCLUDING POST-EFFECTIVE AMENDMENTS, TO THIS REGISTRATION STATEMENT. IN ACCORDANCE WITH THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED. SIGNATURE TITLE DATE ----- Chairman of the Board of Directors, President and /s/ Gerald Zarin Chief Executive Officer ----- (Principal Executive Officer) July 11, 2002 Gerald Zarin Chief Financial Officer and /s/ Jeremiah F. O'Brien Secretary (Principal Financial ----- Officer and Accounting Officer) July 11, 2002 Jeremiah F. O'Brien /s/ Ed Bohn ----- Director July 11, 2002 Ed Bohn /s/ Lyle E. Gramley ----- Director July 11, 2002 Lyle E. Gramley /s/ Joseph A. Sarubbi ----- Director July 11, 2002 Joseph A. Sarubbi II-8 INDEX TO EXHIBITS EXHIBIT

PAGE NUMBER DESCRIPTION OF EXHIBIT NUMBER ----- 5 Opinion of Thelen Reid & Priest LLP. A-1 10.45 Form of Stock Purchase Agreement, dated as of June A-2 2002, between NUWAVE and certain investors. 10.46 Form of Selling Stockholders Agreement, dated as A-3 of July 2002, among NUWAVE and the Purchasers. 23.1 Consent of Eisner LLP. A-4 23.2 Consent of Thelen Reid & Priest LLP (included as part of Exhibit 5). 24 Power of Attorney (included on the signature page of this Registration Statement).