

MATERIAL TECHNOLOGIES INC /CA/  
Form S-8  
March 04, 2003

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Material Technologies, Inc.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

95-4622822  
(I.R.S. Employer  
Identification No.)

11661 San Vicente Boulevard, Suite 707  
Los Angeles, CA 90049  
(Address of Principal Executive Offices including Zip Code)

MATERIAL TECHNOLOGIES, INC.  
AMENDED 2002 STOCK ISSUANCE / STOCK OPTION PLAN  
(Full Title of the Plan)

Robert M. Bernstein, President  
MATERIAL TECHNOLOGIES, INC.  
11661 San Vicente Boulevard, Suite 707  
Los Angeles, California 92618  
(310) 208-5589

COPY TO:  
Gregory Bartko, Esq.  
LAW OFFICE OF GREGORY BARTKO  
3475 Lenox Road, Suite 400  
Atlanta, Georgia 30326  
(404) 238-0550

(Name, Address, including Zip Code. and Telephone Number, including area code,  
of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Material Technologies, Inc. Common Stock	20,000,000 Shares	\$ .013	\$ 260,000	\$ 24.00

(1) In addition, under Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers any additional securities issued in connection with a stock split or stock dividend on the registered securities.

(2) Estimated solely for the purpose of calculating the registration fee

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pursuant to Rule 457(h) under the Securities Act of 1933, as amended, and based upon the average of the high and low sales price of the common stock of Material Technologies, Inc. on the Over-the-Counter Bulletin Board maintained by the NASD.