

TechTarget Inc
Form 4
August 28, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cotoia Michael

(Last) (First) (Middle)

C/O TECHTARGET, INC., 275
GROVE STREET

(Street)

NEWTON, MA 02466

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TechTarget Inc [TTGT]

3. Date of Earliest Transaction
(Month/Day/Year)

08/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	08/27/2014		S		12,000	D	8.61
							156,757
							<u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cotoia Michael C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466			Chief Operating Officer	

Signatures

W.R. Kellegrew Jr.
Attorney-in-Fact
Date: 08/28/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reported transactions were executed at sales prices ranging from \$8.60 to \$8.67. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Bourne Capital LLC (Kevin Daly)	252,264
(4)(10)(11)	251,250
	*
	1.0%

Bracken, Carla Evans	1,246
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(1)			1,246
	*		
	*		
Cahill, James J.			20,325
			20,325
(3)(7)	*		
	*		
Carlson, Vickie			1,246
			1,246
(1)	*		
	*		
Conan, Roger			574
			126
(10)	*		
	*		
Craft, Fredrick R.			106,662
			1,662
(1)	*		
		0.5%	

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	Shares of Common Stock Owned	Number of Shares To Be Registered	Percent Owned Before Offering	Percent Owned After Offering
Craig, Robert S.	20,000	20,000 ⁽¹²⁾	*	*
Curraugh Capital Partners, LLC	21,000	21,000 ⁽³⁾⁽¹⁰⁾	*	*
D.B. Zwirn Special	56,846	56,846 ⁽⁶⁾⁽⁸⁾	*	*
Drawbridge Special	56,847	56,847 ⁽⁶⁾⁽⁸⁾	*	*
Eggleston's, LLC	1,538	1,538 ⁽¹⁰⁾	*	*
Evans, Maureen	1,247	1,247 ⁽¹⁾	*	*
Evans, Thomas M.	1,247	1,247 ⁽¹⁾	*	*
Falkner, R. Jerry	75,000	75,000 ⁽⁹⁾	*	*
Feagans Consulting, Inc.	2,624	2,624 ⁽¹⁾	*	*
Fitzner, R.A. Jr.	235	235 ⁽⁷⁾	*	*
Folkes, Marshall G. III	126	126 ⁽¹⁰⁾	*	*
Geddes and Company	53,191	53,191 ⁽¹⁾	*	*
Generation Capital Associates	6,154	6,154 ⁽¹⁰⁾	*	*
Godin, Edward J.	1,000	1,000 ⁽³⁾	*	*
Herring, Lance	1,500	1,500 ⁽⁷⁾	*	*
Herron, Lisa	97,211	2,274 ⁽¹⁾	*	*

-15-

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	Shares of Common Stock Owned	Number of Shares To Be Registered	Percent Owned Before Offering	Percent Owned After Offering
Jackson, Peyton N. & Linda M.	1,538	1,538 ⁽¹⁰⁾	*	*
Karns, Beverly	6,250	6,250 ⁽¹⁰⁾	*	*
Kern, Donald F.	4,615	4,615 ⁽¹⁰⁾	*	*
Krueger, Dr. Ross T.	3,077	3,077 ⁽¹⁰⁾	*	*
Lais, John J. III	5,574	5,574 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Larsen, Richard P.	184,424	4,024 ⁽¹⁾	*	0.9%
Lowenstein, Mark A. & Kangping K.	135	135 ⁽³⁾	*	*
Lutz, Frederick P.	10,000	10,000 ⁽²⁾	*	*
Lynde, Raymond	65,566	65,566 ⁽¹⁾	*	*
Lynde, Richard	65,566	65,566 ⁽¹⁾	*	*
Lynde, Ronald Trust	51,517	51,517 ⁽¹⁾	*	*
Lynde, Virginia Trust	51,517	51,517 ⁽¹⁾	*	*
McCaughey, James A.	16,856	16,856 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Monahan, Linda	1,875	1,875 ⁽¹⁰⁾	*	*
Moore, Wayne A.	914	914 ⁽³⁾⁽⁷⁾	*	*
Morgan Stanley Dean Witter, Thomas Garrity	574	574 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*

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	Shares of Common Stock Owned	Number of Shares To Be Registered	Percent Owned Before Offering	Percent Owned After Offering
Mowry, Bryon G.	79,284	1,662 ⁽¹⁾	*	*
P-Con Consulting, Inc.	1,538	1,538 ⁽¹⁰⁾	*	*
Potter, William	159	159 ⁽³⁾⁽¹⁰⁾	*	*
Rauh, James V.	3,651	3,651 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Richmond, Steven D.	56,137	1,137 ⁽¹⁾	*	*
Riggs, The Company LLC	31,222	31,222 ⁽¹⁾	*	*
Roark, Murray	40,000	40,000 ⁽¹²⁾	*	*
Rogow, Maury	925	925 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Schlie, John	3,000	3,000 ⁽¹⁰⁾	*	*
Schmitz, Jeffrey J.	954	954 ⁽³⁾⁽¹⁰⁾	*	*
Schmitz, Vincent	4,244	3,077 ⁽¹⁰⁾	*	*
Schoch, Susan	5,909	5,909 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Schulze, Donna	1,116	1,116 ⁽³⁾⁽⁷⁾	*	*
Schumacher, Ted	909	909 ⁽¹⁾	*	*
Shanor, Richard	438	438 ⁽¹⁾	*	*
Simmons, James L.	909	909 ⁽¹⁾	*	*
Smith, George	4,374	4,374 ⁽¹⁾	*	*

-17-

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	Shares of Common Stock Owned	Number of Shares To Be Registered	Percent Owned Before Offering	Percent Owned After Offering
Swank, Thomas	875	875 ⁽¹⁾	*	*
Taggart, Robert H. Jr.	12,575	12,575 ⁽³⁾⁽⁷⁾	*	*
Taggart, Troy G.	6,982	4,982 ⁽³⁾⁽⁷⁾	*	*
Tamdeen Investment Company	3,656	3,656 ⁽³⁾⁽⁷⁾	*	*
Thames Capital (Bermuda) Ltd.	1,283	1,283 ⁽¹⁾	*	*
Thompson, George D.	285	285 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Tsunami Partners, LP	85,000	85,000 ⁽⁵⁾⁽¹¹⁾	*	*
Van Buren, William G.	1,250	1,250 ⁽¹⁰⁾	*	*
Van Buskirk, Roy & Rachel Deutsch	872	872 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Van Vleet, Randall	88,594	2,274 ⁽¹⁾	*	*
Vuocolo, Michael M. DDS, DR	3,651	3,651 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Williams, Martin G. & Margaret M.	574	574 ⁽³⁾⁽⁷⁾⁽¹⁰⁾	*	*
Youngbauer, Steve	50,000	50,000 ⁽¹⁾	*	*
	1,788,788	1,180,745		

- (1) Includes shares which are directly owned by an individual
- (2) Includes shares issuable on warrants exercisable at \$2.00 per share which expire on October 31, 2007
- (3) Includes shares issuable on warrants exercisable at \$3.00 per share which expire on October 31, 2007
- (4) Includes shares issuable on warrants exercisable at \$3.00 per share which expire on April 30, 2010
- (5) Includes shares issuable on warrants exercisable at \$3.00 per share which expire on January 31, 2008
- (6) Includes shares issuable on warrants exercisable at \$3.30 per share which expire on March 31, 2008
- (7) Includes shares issuable on warrants exercisable at \$3.75 per share which expire on December 31, 2007
- (8) Includes shares issuable on warrants exercisable at \$3.81 per share which expire on July 31, 2009
- (9) Includes shares issuable on warrants exercisable at \$3.86 per share which expire on October 15, 2010
- (10) Includes shares issuable on warrants exercisable at \$4.00 per share which expire on October 31, 2007
- (11) Includes shares issuable on warrants exercisable at \$4.23 per share which expire on November 28, 2008
- (12) Includes shares issuable on warrants exercisable at \$4.30 per share which expire on October 31, 2007

Resale of the shares covered by this prospectus and owned or to be owned by the selling shareholders are registered under rule 415 of the general rules and regulations of the Securities and Exchange Commission, concerning delayed and continuous offers and sales of securities. In regard to the offer and sale of such shares, we have made certain undertakings in Part II of the registration statement of which this prospectus is part, by which, in general, we have committed to keep this prospectus current during any period in which the selling shareholders make offers to sell the covered securities pursuant to rule 415.

Plan of Distribution

The selling shareholders and any of their pledges, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded, or in private transactions. These sales may be at fixed or negotiated prices. The selling shareholders may use any one or more of the following methods when selling shares:

- * ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- * block trades in which the broker-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;
- * purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- * an exchange distribution in accordance with the rules of the applicable exchange;
- * privately negotiated transactions;
- * settlement of short sales entered into after the date of this prospectus;
- * broker-dealers may agree with the selling shareholder to sell a specified number of such shares at a stipulated price per share;
- * a combination of any such methods of sale;
- * through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- * any other method permitted pursuant to applicable law.

The selling shareholders may also sell shares under Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), if available, rather than under this prospectus.

Broker-dealers engaged by the selling shareholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling shareholders (or, if any broker-dealer acts as agent for the selling shareholder, from the selling shareholder) in amounts to be negotiated. Each selling shareholder does not expect these commissions and discounts relating to its sales of shares to exceed what is customary in the types of transactions involved. In connection with the sale of our common stock, the selling shareholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling shareholders may also sell shares of our common stock short and deliver these securities to close out their short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The selling shareholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The selling shareholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each selling shareholder has informed the Company that it does not have any agreement or understanding, directly or indirectly, with any person to distribute the common stock.

The Company is required to pay certain fees and expenses incurred by the Company incident to the registration of the shares. The Company has agreed to indemnify the selling shareholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act. We have been advised that in the opinion of the Securities and Exchange Commission, indemnification for liabilities under the 1933 Act is against public policy, and therefore is unenforceable. See below.

Because selling shareholders may be deemed to be “underwriters” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than under this prospectus. Each selling shareholder has advised us that they have not entered into any agreements, understandings or arrangements with any underwriter or broker-dealer regarding the sale of the resale shares. There is no underwriter or coordinating broker acting in connection with the proposed sale of the resale shares by the selling shareholders.

We have agreed to keep this prospectus effective until the earlier of (i) the date on which the shares may be resold by the selling shareholders without registration and without regard to any volume limitations by reason of Rule 144(e) under the Securities Act or other rule of similar effect or (ii) all of the shares have been sold pursuant to the prospectus or Rule 144 or other rule of similar effect. The shares will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale shares may not simultaneously engage in market making activities with respect to our common stock for a period of two business days prior to the commencement of the distribution. In addition, the selling shareholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of shares of our common stock by the selling shareholders or any other person. We will make copies of this prospectus available to the selling shareholders and have informed them of the need to deliver a copy of this prospectus at or prior to the time of the sale, as required by law.

In order to comply with the securities laws of certain states, if applicable, the shares will be sold in such jurisdictions, if required, only through registered or licensed brokers or dealers. In addition, in certain states the shares 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.

Disclosure of Commission Position on Indemnification for Securities Act Liabilities

Our articles of incorporation and bylaws provide that we shall indemnify directors provided that the indemnification shall not eliminate or limit the liability of a director for breach of the director's duty or loyalty to the corporation or its stockholders, or for acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law.

Wyoming law permits a corporation, under specified circumstances, to indemnify its directors, officers, employees or agents against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties by reason of the fact that they were or are directors, officers, employees or agents of the corporation, if these directors, officers, employees or agents acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceedings, had no reason to believe their conduct was unlawful. In a derivative action, i.e., one by or in the right of the corporation, indemnification may be made only for expenses actually and reasonably incurred by directors, officers, employees or agent in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant directors, officers, employees or agents are fairly and reasonably entitled to indemnify for such expenses despite such adjudication of liability.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise (for example, in connection with the sale of securities), we have been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 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 in the successful defense of any action, suit or proceeding) is asserted 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 1933 Securities Act, and will be governed by the final adjudication of such issue.

Where to Find More Information About Us

We have filed with the Securities and Exchange Commission (the "Commission") a registration statement on Form S-3 under the 1933 Act with respect to the shares offered by this prospectus. This prospectus, filed as a part of the registration statement, does not contain certain information contained in part II of the registration statement or filed as exhibits to the registration statement. We refer you to the registration statement and exhibits which may be inspected and copied at the Public Reference Section of the Commission, 450 5th Street, NW, Washington, D.C. 20549, at prescribed rates; the telephone number for the Public Reference Section is 1.800.SEC.0330. The registration statement and exhibits also are available for viewing at and downloading from the EDGAR location within the Commission's internet website (www.sec.gov).

Incorporation of Certain Information by Reference

Our common stock is registered with the Commission under section 12(g) of the Securities Exchange Act of 1934 (the "1934 Act"). Under the 1934 Act, we file with the Commission periodic reports on Forms 10-K, 10-Q and 8-K, and proxy statements, and our officers and directors file reports of stock ownership on Forms 3, 4 and 5. These filings may be viewed and downloaded from the Commission's internet website (<http://www.sec.gov>) at the EDGAR location, and also may be inspected and copied at the Public Reference Section of the Commission, 450 5th Street, NW, Washington, D.C. 20549, at prescribed rates; the telephone number for the Public Reference Section is 1.800.SEC.0330. Information on the operation of the Public Reference Room can be obtained by calling the Commission at 1.800.SEC.0330.

All of the information contained in the following documents filed with the Commission is incorporated by reference into this prospectus:

- Form 10-K for the twelve months ended December 31, 2005 (filed April 11, 2006).
- Form 10-Q for the three months ended March 31, 2006 (filed May 16, 2006).
- Definitive proxy statement for June 23, 2006 annual meeting of shareholders (filed May 9, 2006).
 - Forms 8-K:
- Conclusion of litigation with Coastline Capital Partners (June 15, 2006)
- Amendments to Cornell transaction documents (May 15 and June 5, 2006)
- Sutter Gold Mining Inc. Financing (filed May 31, 2006).
- Decision in Nukem Arbitration (filed May 19, 2006).
- Agreement with Uranium Power Corp. (filed May 12, 2006).
- Amended Agreement with Cornell Capital Partners, LP (filed May 8, 2006).
- Agreement with Cornell Capital Partners, LP (filed April 13, 2006).
- Update on Shootaring Canyon Mill license, and activities on uranium properties (filed March 24, 2006).
- Reacquisition of Mt. Emmons molybdenum property (filed March 2, 2006).
- Reacquisition of Ticaboo, Utah townsite assets through foreclosure on promissory note (filed February 28, 2006).
- Amendment of Purchase and Sale Agreement with Uranium Power Corp. (filed January 17, 2006).
- Form 8-A (filed September 20, 2001, and amended November 17, 2005) registering the preferred stock purchase rights (in connection with the shareholder rights plan).

The SEC file number for all of these filings is 000-6814.

All of the information which will be contained in our future Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Proxy Statements, and Reports on Form 8-K, and any other filings we make pursuant to sections 13(a), 13(c), 14 or 15(d) of the 1934 Act, all after the date of this prospectus, also are incorporated by reference into this prospectus as of the dates when such documents are filed with the Commission.

We will provide to you copies of any or all of the information in these documents, and any exhibits to them, without charge, upon request addressed to U.S. Energy Corp., 877 North 8th West, Riverton, Wyoming 82501, attention Daniel P. Svilar, Secretary. You also may request these documents by telephone: 1.307.856.9271. Our internet address is www.usnrg.com. Except for reports filed by officers and directors under section 16(a) of the 1934 Act, our 1934 Act filings are not directly available through our internet address (website), but you can access those filings through the link at our internet address (website) or at sec.gov.

-23-

Legal Matters

The validity of the issuance of the shares offered has been passed upon by The Law Office of Stephen E. Rounds, Denver, Colorado.

Experts

Our consolidated balance sheet as of December 31, 2005 and the related consolidated statements of operations, shareholders' equity and cash flows for the two years ended December 31, 2005, incorporated by reference in this prospectus and registration statement, have been audited by Epstein Weber & Conover, PLC, Scottsdale, Arizona, as indicated in their report with respect thereto, and are incorporated along with their report, from the Annual Report on Form 10-K for the twelve months ended December 31, 2005, in reliance upon the authority of such firm as experts in accounting and auditing.

Our consolidated statements of operations, shareholders' equity and cash flows for the year ended December 31, 2003, and Schedule II for the year ended December 31, 2003, incorporated by reference in this prospectus and registration statement, have been audited by Grant Thornton LLP, independent registered public accountants, as indicated in their reports with respect thereto and are incorporated by reference, in reliance upon the authority of such firm as experts in accounting and auditing.

1,180,745 Shares Common Stock

U.S. Energy Corp.

PROSPECTUS

June 23, 2006

No dealer, salesman or other person is authorized to give any information or make any information or make any representations not contained in the prospectus with respect to the offering made hereby. This prospectus does not constitute an offer to sell any of the securities offered hereby in any jurisdiction where, or to any person to whom it is unlawful to make such an offer. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create an implication that there has been no change in the information set forth herein or in the business of our Company since the date hereof.

-25-
