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ADVANTAGE TECHNOLOGIES GROUP INC

Form S-3

October 28, 2004

As filed with the Securities and Exchange Commission on October 28, 2004.  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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ADVANTAGE TECHNOLOGIES GROUP, INC.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1351610  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

1605 E Iola  
Broken Arrow, OK 74012  
(918) 251-2887  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

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KENNETH A. CHYMIAK  
President and Chief Executive Officer  
ADDvantage Technologies Group, Inc.  
1605 E Iola  
Broken Arrow, OK 74012  
(918) 251-2887  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

COPY TO:  
Lynnwood R. Moore, Jr.  
Conner & Winters, P.C.  
3700 First Place Tower  
15 East 5th Street  
Tulsa, Oklahoma 74103-4344  
(918) 586-5711  
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Approximate date of commencement of proposed sale of the securities to the public: From time to time or at one time after the effective date of the Registration Statement as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offerings price per share (1) registered	Proposed maximum aggregate offering (1)	Amount of registration fee
Common Stock (\$0.01 par value)	3,500,000	\$4.085	\$14,297,500	\$1,811.49