

NEXT INC/TN  
Form SB-2/A  
March 03, 2005

As filed with the Securities and Exchange Commission on March 3, 2005

Registration No. 333-123033

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT  
ON FORM SB-2**

*Under*

*The Securities Act of 1933*

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**NEXT, INC.**

(Name of Small Business Issuer in Its Charter)

2759

(Primary Standard Industrial Classification Code Number)

7625 Hamilton Place Drive, Suite 12

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Delaware (State of Jurisdiction of Incorporation or Organization)	Chattanooga, Tennessee 37421; (423) 296-8213 (Address, and Telephone Number of Principal Executive Offices and Principal Place of Business)	95-4675095 (I.R.S. Employer Identification Number)
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Charles L. Thompson, CFO

7625 Hamilton Park Drive, Suite 12

Chattanooga, Tennessee 37421

(423) 296-8213

(Name, Address, and Telephone Number of Agent for Service)

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Copies of Communications to:

Frank M. Williams

Miller & Martin PLLC

Suite 1000 Volunteer Building

832 Georgia Avenue

Chattanooga, Tennessee 37402-2289

(423) 785-8206

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**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:** From time to time after this registration statement becomes effective.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 (the Securities Act ), 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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

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

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per share<sup>(1)</sup></b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock par value \$0.001 per share	3,565,000 shares	\$1.40	\$4,991,000	\$587

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(1)

Calculated pursuant to Rule 457(c) under the Securities Act of 1933 based upon the average of the bid and asked price of common stock on February 25, 2005.

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The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The purpose of this amendment is to add the delaying amendment language at the bottom of the cover page.

**SIGNATURES**

In accordance with 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 authorized this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorize, in the City of Chattanooga, State of Tennessee, on March 3, 2005.

NEXT, INC.

By: /s/ William B. Hensley III

William B. Hensley III  
President, Director and  
Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated:

/s/ William B. Hensley III William B. Hensley III	President, Director, and Chief Executive Officer	March 3, 2005
/s/ Charles L. Thompson Charles L. Thompson	Executive Vice President, Chief Financial Officer, and Chief Accounting Officer	March 3, 2005
/s/ Salvatore Geraci Salvatore Geraci	Director	March 3, 2005

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/s/ Ronald J. Metz  
Ronald J. Metz

Chairman and Director

March 3, 2005

/s/ G. Michael Cross  
G. Michael Cross

Director

March 3, 2005