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ADVANTAGE TECHNOLOGIES GROUP INC

Form S-8

November 20, 2003

As Filed with the Securities and Exchange Commission on November 20, 2003

Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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

Oklahoma  
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(State of Incorporation)

73-1351610  
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(I.R.S. Employer Identification No.)

1605 E Iola, Broken Arrow, OK 74012  
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(Address of principal executive offices) (Zip Code)

ADVANTAGE TECHNOLOGIES GROUP, INC. 1998 INCENTIVE STOCK PLAN  
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(Full Title of the Plan)

Kenneth A. Chymiak, President  
1605 E. Iola  
Broken Arrow, Oklahoma 74012  
918-251-9121  
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(Name, address and telephone number of agent for service)

Copy to:  
Lynnwood R. Moore, Jr.  
CONNER & WINTERS, P.C.  
3700 First Place Tower  
15 East Fifth Street  
Tulsa, Oklahoma 74103-4344  
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CALCULATION OF REGISTRATION FEE

| Title of securities<br>to be registered | Amount<br>to be<br>registered | Proposed<br>maximum<br>offering price<br>per share (2) | Proposed<br>maximum<br>aggregate<br>offering price (2) | Amount of<br>registration<br>fee (2) |
|-----------------------------------------|-------------------------------|--------------------------------------------------------|--------------------------------------------------------|--------------------------------------|
| -----                                   | -----                         | -----                                                  | -----                                                  | -----                                |
| Common Stock                            | 1,001,041 (1)<br>=====        | \$4.80<br>=====                                        | \$3,767,162.53<br>=====                                | \$356.30<br>=====                    |