

METRO ONE TELECOMMUNICATIONS INC  
Form S-8 POS  
January 30, 2009  
Registration No. 333-45643

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Post-Effective Amendment No. 1

to

**Form S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**METRO ONE TELECOMMUNICATIONS, INC.**

(Exact name of Registrant as Specified in its Charter)

**Oregon**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**93-0995165**  
(I.R.S. Employer  
Identification No.)

**11200 Murray Scholls Place**

**Beaverton, Oregon 97007**

**(503) 643-9500**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**METRO ONE TELECOMMUNICATIONS, INC.**

**1994 STOCK INCENTIVE PLAN**

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(Full Title of the Plan)

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**JAMES F. HENSEL**

**President and Chief Executive Officer**

**Metro One Telecommunications, Inc.**

**11200 Murray Scholls Place**

**Beaverton, Oregon 97007**

**(503) 643-9500**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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DEREGISTRATION

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**DEREGISTRATION**

The total number of shares of common stock, no par value per share, of Metro One Telecommunications, Inc. registered pursuant hereto for issuance under the Metro One Telecommunications, Inc. 1994 Stock Incentive Plan is 176,812.5 shares (following adjustment for a 3-for-2 stock split in 2001, and a reverse 1-for-4 stock split in 2006), none of which have been sold since the Registration Statement became effective. The Registration Statement is hereby amended to remove from registration all 176,812.5 shares.

**PART II**

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8.

Exhibits.

See "Exhibit Index" immediately following the signature page below.

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**SIGNATURES**

The Registrant. Pursuant to 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 S-8 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Beaverton, state of Oregon, on the 28<sup>th</sup> day of January, 2009.

METRO ONE TELECOMMUNICATIONS, INC.

(Registrant)

By: /s/ James F. Hensel  
James F. Hensel

President, Chief Executive Officer

and Director

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement has been signed by the following persons in the capacities indicated as of the 28<sup>th</sup> day of January, 2009.

<u>Signature</u>	<u>Title</u>
James F. Hensel*	President, Chief Executive Officer, and Director (Principal Executive, Financial, and Accounting Officer)
Kenneth D. Peterson, Jr.*	Chairman of the Board of Directors
Jonathan A. Ater*	Director
Elchanan Maoz*	Director
Mary Oldshue*	Director
Richard B. Keller II*	Director

\*By /s/ James F. Hensel  
James F. Hensel  
Attorney-in-fact

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-144400) filed January 29, 2009)