

As filed with the Securities and Exchange Commission on \_\_\_\_\_, \_\_, 2008

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under  
The Securities Act of 1933

SECURITY DEVICES INTERNATIONAL INC.

-----  
(Exact name of issuer as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation or organization)  2171 Avenue Rd., Suite 103 Toronto, Ontario, Canada ----- (Address of Principal Executive Offices)	Applied For ----- (I.R.S. Employer Identification No.)  M5M 4B4 ----- (Zip Code)
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Non-Qualified Stock Option Plan

-----  
(Full Title of Plan)

Security Devices International, Inc.  
2171 Avenue Rd., Suite 103  
Toronto, Ontario  
Canada M5M 4B4

-----  
(Name and address of agent for service)

(647) 388-1117

-----  
(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 [ ]      Smaller reporting company [X]  
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Proposed maximum Amount to be registered (1)	Proposed maximum offering price per share (2)	aggregate offering registration price	Amount of registration Fee
-----				
Common Stock issuable pursuant to Non-Qualified Stock Option Plan	5,000,000	\$2.25	\$1,125,000	\$443
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(1) This Registration Statement also covers such additional number of shares, presently undeterminable, as may become issuable under the Stock Bonus Plans in the event of stock dividends, stock splits, recapitalizations or other changes in the Company's common stock. The shares subject to this Registration Statement are shares granted pursuant to the Company's Stock Bonus Plans all of which may be reoffered in accordance with the provisions of Form S-8.

(2) Varied, but not less than the fair market value on the date that the options were or are granted. Pursuant to Rule 457(g), the proposed maximum offering price per share and proposed maximum aggregate offering price are based upon closing price of the Company's common stock on June 16, 2008.

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SECURITY DEVICES INTERNATIONAL INC.

Cross Reference Sheet Required Pursuant to Rule 404

PART I  
INFORMATION REQUIRED IN PROSPECTUS

(NOTE: Pursuant to instructions to Form S-8, the Prospectus described below is not required to be filed with this Registration Statement.)

Item No.	Form S-8 Caption	Caption in Prospectus
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1.	Plan Information	
(a)	General Plan Information	Stock Option and Bonus Plans
(b)	Securities to be Offered	Stock Option and Bonus Plans
(c)	Employees who may Participate in the Plan	Stock Option and Bonus Plans
(d)	Purchase of Securities Pursuant to the Plan and Payment for Securities Offered	Stock Option and Bonus Plans
(e)	Resale Restrictions	Resale of Shares by Affiliates
(f)	Tax Effects of Plan Participation	Stock Option and Bonus Plans
(g)	Investment of Funds	Not Applicable.
(h)	Withdrawal from the Plan; Assignment of Interest	Other Information Regarding the Plans
(i)	Forfeitures and Penalties the Plans	Other Information Regarding the Plans
(j)	Charges and Deductions and Liens Therefore	Other Information Regarding the Plans
2.	Registrant Information and Employee Plan Annual Information	Available Information, Documents Incorporated by Reference

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3 - Incorporation of Documents by Reference  
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The following documents filed by the Company with the Securities and Exchange Commission are incorporated by reference in this Registration Statement: Registration Statement on Form SB-2 (SEC file # 333-143301), report on Form 10-KSB for the year ended November 30, 2007 and report on Form 10-QSB for the three months ended February 29, 2008. All reports and documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement of which this Prospectus is a part which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Prospectus and to be a part thereof from the date of filing of such reports or documents.

Item 4 - Description of Securities  
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Not required.

Item 5 - Interests of Named Experts and Counsel  
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Not Applicable.

Item 6 - Indemnification of Directors and Officers  
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The Bylaws of the Company provide in substance that the Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director, officer, employee, fiduciary or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person to the full extent permitted by the laws of the state of Colorado; and that expenses incurred in defending any such civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such director, officer or employee to repay such amount to the Company unless it shall ultimately be determined that such person is entitled to be indemnified by the Company as authorized in the Bylaws.

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Item 7 - Exemption for Registration Claimed  
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Not applicable.

Item 8 - Exhibits  
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4 - Instruments Defining Rights of Security Holders

(a) - Common Stock                      Incorporated by reference to the same exhibit filed as part of the Company's Registration Statement on Form SB-2 (File # 333-132456).

(b) - Non-Qualified Stock Option Plan \_\_\_\_\_  
(as amended)

5 - Opinion Regarding Legality	_____
15 - Letter Regarding Unaudited Interim Financial Information	None
23 - Consent of Independent Public Accountants and Attorneys	_____
24 - Power of Attorney	Included in the signature page of this Registration Statement
99 - Additional Exhibits (Re-Offer Prospectus)	_____

Item 9 - Undertakings

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
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- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change in such information in the registration statement;
- Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) will not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Act of 1934
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for

indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant 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 registrant 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 Act and will be governed by the final adjudication of such issue.

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#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints Sheldon Kales, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

#### SIGNATURES

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Toronto, Ontario.

#### SECURITY DEVICES INTERNATIONAL INC.

June 12, 2008                      By: /s/ Sheldon Kales  
-----  
Sheldon Kales, President

June 24, 2008                      By: /s/ Rakesh Malhotra  
-----  
Rakesh Malhotra, Principal Accounting  
and Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	----	----
/s/ Sheldon Kales ----- Sheldon Kales	Director	June 12, 2008
/s/ Boaz Dor ----- Boaz Dor	Director	June 12, 2008
/s/ Gregory Sullivan ----- Gregory Sullivan	Director	June 12, 2008

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FORM S-8 Security Devices International, Inc.  
2171 Avenue Rd., Suite 103  
Toronto, Ontario  
Canada M5M 4B4

EXHIBITS

EXHIBIT 4(b)

SECURITY DEVICES INTERNATIONAL, INC.  
2006 NON-QUALIFIED STOCK OPTION PLAN  
(As Amended)

1. Purpose. This Non-Qualified Stock Option Plan (the "Plan") is intended to advance the interests of Security Devices International, Inc. (the "Company") and its shareholders, by encouraging and enabling selected officers, directors, consultants and key employees upon whose judgment, initiative and effort the Company is largely dependent for the successful conduct of its business, to acquire and retain a proprietary interest in the Company by ownership of its stock. Options granted under the Plan are intended to be Options which do not meet the requirements of Section 422 of the Internal Revenue Code of 1954, as amended (the "Code").

2. Definitions.

(a) "Board" means the Board of Directors of the Company.

(b) "Committee" means the directors duly appointed to administer the Plan, or in the absence of a Committee, the Company's Board of Directors.

(c) "Common Stock" means the Company's Common Stock.

(d) "Date of Grant" means the date on which an Option is granted under the Plan.

(e) "Option" means an Option granted under the Plan.

(f) "Optionee" means a person to whom an Option, which has not expired, has been granted under the Plan.

(g) "Successor" means the legal representative of the estate of a deceased optionee or the person or persons who acquire the right to exercise an Option by bequest or inheritance or by reason of the death of any Optionee.

3. Administration of Plan. The Plan shall be administered by the Company's Board of Directors or in the alternative, by a committee of two or more directors appointed by the Board (the "Committee"). If a Committee should be appointed, the Committee shall report all action taken by it to the Board. The Committee shall have full and final authority in its discretion, subject to the provisions of the Plan, to determine the individuals to whom and the time or times at which Options shall be granted and the number of shares and purchase price of Common Stock covered by each Option; to construe and interpret the Plan; to determine the terms and provisions of the respective Option agreements, which need not be identical, including, but without limitation, terms covering the payment of the Option Price; and to make all other determinations and take all other actions deemed necessary or advisable for the proper administration of the Plan. All such actions and determinations shall be conclusively binding for all purposes and upon all persons.

4. Common Stock Subject to Options. The aggregate number of shares of the Company's Common Stock which may be issued upon the exercise of Options granted under the Plan shall not exceed 5,000,000. The shares of Common Stock to be issued upon the exercise of Options may be authorized but unissued shares, shares issued and reacquired by the Company or shares bought on the market for the purposes of the Plan. In the event any Option shall, for any reason, terminate or expire or be surrendered without having been exercised in full, the shares subject to such Option but not purchased thereunder shall again be available for Options to be granted under the Plan.

5. Participants. Options may be granted under the Plan to employees, directors and officers, and consultants or advisors to the Company (or the Company's subsidiaries), provided however that bona fide services shall be rendered by such consultants or advisors and such services must not be in connection with the offer or sale of securities in a capital-raising transaction.

6. Terms and Conditions of Options. Any Option granted under the Plan shall be evidenced by an agreement executed by the Company and the recipient and shall contain such terms and be in such form as the Committee may from time to time approve, subject to the following limitations and conditions:

(a) Option Price. The Option Price per share with respect to each Option shall be determined by the Committee.

(b) Period of Option. The period during which each option may be exercised, and the expiration date of each Option shall be fixed by the Committee, but, notwithstanding any provision of the Plan to the contrary, such expiration date shall not be more than ten years from the date of Grant.

(c) Vesting of Shareholder Rights. Neither an Optionee nor his successor shall have any rights as a shareholder of the Company until the certificates evidencing the shares purchased are properly delivered to such Optionee or his successor.

(d) Exercise of Option. Each Option shall be exercisable from time to time during a period (or periods) determined by the Committee and ending upon the expiration or termination of the Option; provided, however, the Committee may, by the provisions of any Option Agreement, limit the number of shares purchaseable thereunder in any period or periods of time during which the Option is exercisable.

(e) Nontransferability of Option. No Option shall be transferable or assignable by an Optionee, otherwise than by will or the laws of descent and distribution and each Option shall be exercisable, during the Optionee's lifetime, only by him. No Option shall be pledged or hypothecated in any way and no Option shall be subject to execution, attachment, or similar process except with the express consent of the Committee.

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(f) Death of Optionee. If an Optionee dies while holding an Option granted hereunder, his Option privileges shall be limited to the shares which were immediately purchasable by him at the date of death and such Option privileges shall expire unless exercised by his successor within four months after the date of death.

7. Reclassification, Consolidation, or Merger. If and to the extent that the number of issued shares of Common Stock of the Corporation shall be increased or reduced by change in par value, split up, reclassification, distribution of a dividend payable in stock, or the like, the number of shares subject to Option and the Option price per share shall be proportionately adjusted by the Committee, whose determination shall be conclusive. If the Corporation is reorganized or consolidated or merged with another corporation, an Optionee granted an Option hereunder shall be entitled to receive Options covering shares of such reorganized, consolidated, or merged company in the same proportion, at an equivalent price, and subject to the same conditions. The new Option or assumption of the old Option shall not give Optionee additional benefits which he did not have under the old Option, or deprive him of benefits which he had under the old Option.

8. Restrictions on Issuing Shares. The exercise of each Option shall be subject to the condition that if at any time the Company shall determine in its discretion that the satisfaction of withholding tax or other withholding liabilities, or that the listing, registration, or qualification of any shares otherwise deliverable upon such exercise upon any securities exchange or under any state or federal law, or that the consent or approval of any regulatory body, is necessary or desirable as a condition of, or in connection with, such exercise or the delivery or purchase of shares purchased thereto, then in any such event, such exercise shall not be effective unless such withholding, listing, registration, qualification, consent, or approval shall have been



effected or obtained free of any conditions not acceptable to the Company.

Unless the shares of stock covered by the Plan have been registered with the Securities and Exchange Commission pursuant to Section 5 of the Securities Act of 1933, each optionee shall, by accepting an option, represent and agree, for himself and his transferees by will or the laws of descent and distribution, that all shares of stock purchased upon the exercise of the option will be acquired for investment and not for resale or distribution. Upon such exercise of any portion of an option, the person entitled to exercise the same shall, upon request of the Company, furnish evidence satisfactory to the Company (including a written and signed representation) to the effect that the shares of stock are being acquired in good faith for investment and not for resale or distribution. Furthermore, the Company may, if it deems appropriate, affix a legend to certificates representing shares of stock purchased upon exercise of options indicating that such shares have not been registered with the Securities and Exchange Commission and may so notify the Company's transfer agent. Such shares may be disposed of by an optionee in the following manner only: (1) pursuant to an effective registration statement covering such resale or reoffer, (2) pursuant to an applicable exemption from registration as indicated in a written opinion of counsel acceptable to the Company, or (3) in a transaction that meets all the requirements of Rule 144 of the Securities and Exchange Commission. If shares of stock covered by the Plan have been registered with the Securities and Exchange Commission, no such restrictions on resale shall apply, except in the case of

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optionees who are directors, officers, or principal shareholders of the Company. Such persons may dispose of shares only by one of the three aforesaid methods.

9. Use of Proceeds. The proceeds received by the Company from the sale of Common Stock pursuant to the exercise of Options granted under the Plan shall be added to the Company's general funds and used for general corporate purposes.

10. Amendment, Suspension, and Termination of Plan. The Board of Directors may alter, suspend, or discontinue the Plan at any time.

Unless the Plan shall theretofore have been terminated by the Board, the Plan shall terminate ten years after the effective date of the Plan. No Option may be granted during any suspension or after the termination of the Plan. No amendment, suspension, or termination of the Plan shall, without an Optionee's consent, alter or impair any of the rights or obligations under any Option theretofore granted to such Optionee under the Plan.

11. Limitations. Every right of action by any person receiving options pursuant to this Plan against any past, present or future member of the Board, or any officer or employee of the Company arising out of or in connection with this Plan shall, irrespective of the place where such action may be brought and irrespective of the place of residence of any such director, officer or employee cease and be barred by the expiration of one year from the date of the act or omission in respect of which such right of action arises.

12. Governing Law. The Plan shall be governed by the laws of the State of Delaware.

13. Expenses of Administration. All costs and expenses incurred in the operation and administration of this Plan shall be borne by the Company.

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EXHIBIT 5

June 17, 2008

Security Devices International Inc.  
120 Adelaide Street West, Suite 2500  
Toronto, Ontario  
Canada M5H 1T1

Gentlemen:

This letter will constitute an opinion upon the legality of the sale by Security Devices International Inc., a Delaware corporation, and by certain shareholders of the Company, of up to 5,000,000 shares of Common Stock, all as referred to in the Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission.

We have examined the Articles of Incorporation, the Bylaws and the minutes of the Board of Directors of the Company and the applicable laws of the State of Colorado, and a copy of the Registration Statement. In our opinion, the Company has duly authorized the issuance of the shares of stock mentioned above and such shares when sold, will be legally issued, fully paid, and nonassessable.

Very truly yours,

HART & TRINEN

By /s/ William T. Hart  
William T. Hart

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Form S-8 Registration Statement of Security Devices International Inc. (the "Company"), of our report dated February 25, 2008 relating to the financial statements of the Company as of November 30, 2007, which appear in the Annual Report to Stockholders on Form 10-KSB of the Company for the year ended November 30, 2007.

"SCHWARTZ LEVITSKY FELDMAN LLP"

Toronto, Ontario, Canada  
June 18, 2008

Chartered Accountants  
Licensed Public Accountants

CONSENT OF ATTORNEYS

Reference is made to the Registration Statement of Security Devices International Inc. on Form S-8 whereby the Company, as well as certain shareholders of the Company, propose to sell up to 5,000,000 shares of the Company's Common Stock. Reference is also made to Exhibit 5 included in the Registration Statement relating to the validity of the securities proposed to be issued and sold.

We hereby consent to the use of our opinion concerning the validity of the securities proposed to be issued and sold.

Very Truly Yours,

HART & TRINEN, L.L.P.

By /s/ William T. Hart  
William T. Hart

Denver, Colorado  
June 17, 2008

## EXHIBIT 99

### SECURITY DEVICES INTERNATIONAL INC.

#### Common Stock

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS".

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This Prospectus relates to shares (the "Shares") of common stock (the "Common Stock") of Security Devices International Inc. (the "Company") which may be issued pursuant to certain employee compensation plans adopted by the Company. The employee compensation plans provide for the grant, to selected employees of the Company and other persons, of either shares of the Company's common stock or options to purchase shares of the Company's common stock. Persons who received Shares pursuant to the Plans and who are offering such shares to the public by means of this Prospectus are referred to as the "Selling Shareholders".

The Company has an Incentive Stock Option Plan, a Non-Qualified Stock Option Plan and a Stock Bonus Plan. In some cases these plans are collectively referred to as the "Plans". The terms and conditions of any stock grants and the terms and conditions of any options, including the price of the shares of Common Stock issuable on the exercise of options, are governed by the provisions of the respective Plans and any particular agreements between the Company and the Plan participants.

The Selling Shareholders may offer the shares from time to time in negotiated transactions in the over-the-counter market, at fixed prices which may be changed from time to time, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Shareholders may effect such transactions by selling the Shares to or through securities broker/dealers, and such broker/dealers may receive compensation in the form of discounts, concessions, or commissions from the Selling Shareholders and/or the purchasers of the Shares for whom such broker/dealers may act as agent or to whom they sell as principal, or both (which compensation as to a particular broker/dealer might be in excess of customary commissions). See "Selling Shareholders" and "Plan of Distribution".

None of the proceeds from the sale of the Shares by the Selling Shareholders will be received by the Company. The Company has agreed to bear all expenses (other than underwriting discounts, selling commissions and fees and expenses of counsel and other advisers to the Selling Shareholders). The Company has agreed to indemnify the Selling Shareholders against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

The date of this Prospectus is June \_\_, 2008.

#### AVAILABLE INFORMATION

The Company is subject to the information requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and in accordance therewith, files reports and other information with the Securities and Exchange Commission (the "Commission"). Proxy statements, reports and other information concerning the Company can be inspected and copied at the Commission's office at 100 F Street, NE, Washington, D.C. 20549. Certain information concerning the Company is also

available at the Internet Web Site maintained by the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). This Prospectus does not contain all information set forth in the Registration Statement of which this Prospectus forms a part and exhibits thereto which the Company has filed with the Commission under the Securities Act and to which reference is hereby made.

#### DOCUMENTS INCORPORATED BY REFERENCE

The Company will provide, without charge, to each person to whom a copy of this Prospectus is delivered, including any beneficial owner, upon the written or oral request of such person, a copy of any or all of the documents incorporated by reference herein (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into this Prospectus). Requests should be directed to:

Security Devices International, Inc.  
2171 Avenue Rd., Suite 103  
Toronto, Ontario  
Canada M5M 4B4  
(647) 388-1117  
Attention: Secretary

The following documents filed with the Commission by the Company are hereby incorporated by reference into this Prospectus:

- (1) the Company's Registration Statement on Form SB-2 (SEC file # 333-143301);
- (2) the Company's report on Form 10-KSB for the year ended November 30, 2007.
- (3) the Company's report on Form 10-QSB for the three months ended February 29, 2008;

All documents filed with the Commission by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering registered hereby shall be deemed to be incorporated by reference into this Prospectus from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

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## PROSPECTUS SUMMARY

THIS SUMMARY IS QUALIFIED IN ITS ENTIRETY BY THE MORE DETAILED INFORMATION APPEARING ELSEWHERE IN THIS PROSPECTUS.

The Company was incorporated in Delaware on March 1, 2005.

The Company is developing a wireless, non-lethal electric projectile for use in law enforcement, military and security. Referred to in this prospectus as the LEKTROX, the Company's electric projectile is being designed to incapacitate offenders from a distance as far as 30 meters without a trail of wires leading back to the launcher.

The Company's common stock trades on the OCT Bulletin Board under the symbol "SDEV".

The Company's offices are located at 2171 Avenue Rd., Suite 103, Toronto, Ontario, Canada M5M 4B4. The Company's telephone number is (647) 388-1117.

As of May 31, 2008 the Company had 14,330,050 outstanding shares of common stock.

### The Offering

By means of this prospectus a number of the Company's shareholders are offering to sell shares of its common stock. The shares owned by the selling shareholders may be sold in the over-the-counter market, or otherwise, at prices and terms then prevailing or at prices related to the then-current market price, or in negotiated transactions.

The purchase of the securities offered by this prospectus involves a high degree of risk. Risk factors include the lack of any relevant operating history, losses since the Company was incorporated, and the need for the Company to sell more of its common stock to raise additional capital. See "Risk Factors" beginning on page 3 of this prospectus for additional Risk Factors.

## RISK FACTORS

The securities being offered involve a high degree of risk. Prospective investors should consider the following risk factors which affect the Company's business and this offering. If any of the risks discussed below materialize, the Company's common stock could decline in value or become worthless.

The failure of the Company to obtain capital may significantly restrict its proposed operations. The Company needs additional capital to fund its operating losses and to expand its business. The Company needs approximately \$2,350,000 to complete the development of the Long-Range version of its LEKTROX. However, the Company's estimate in this regard may prove to be low. The Company will not receive any proceeds from the sale of the shares offered by this prospectus.

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The Company does not know what the terms of any future capital raising may be but any future sale of the Company's equity securities would dilute the ownership of existing stockholders and could be at prices substantially below the price of the shares of common stock sold in this offering. The failure of the Company to obtain the capital which it requires will result in the slower implementation of the Company's business plan or its inability of the Company to implement its business plan. There can be no assurance that the Company will be able to obtain any capital which it will need or how long the Company can remain in operation.

The Company is in the development stage. As of May 31, 2008 the Company:

- o had not generated any revenues,
- o did not have any full time employees, and
- o did not have any arrangements with any person to manufacture or sell its LEKTROX.

To enable the Company to continue in business the Company will eventually

need to earn a profit or obtain additional financing until the Company is able to earn a profit. As a result of the Company's short operating history it will be difficult for potential investors to evaluate its business and prospects. There can be no assurance that the Company can implement its business plan, that it will be profitable, or that the shares which may be sold in this offering will have any value.

If the Company cannot compete in the non-lethal weapon business it will never earn a profit, in which case the Company may be forced to cease operations. The Company faces competition from numerous sellers of non-lethal weapons, all of which have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than does the Company.

The Company May be Unable to Earn a Profit if Law Enforcement and Corrections Agencies Do Not Purchase Its Products. Law enforcement and corrections agencies may be influenced by claims or perceptions that non-lethal weapons, such as the LEKTROX, are unsafe or may be used in an abusive manner. In addition, earlier generation non-lethal weapons may have been perceived as ineffective. If the LEKTROX is not widely accepted by the law enforcement and corrections market, the Company may not be able to expand sales of the LEKTROX into other markets.

The Company May Face Personal Injury and Other Liability Claims. The LEKTROX will most likely be used in aggressive confrontations that may result in serious, permanent bodily injury to those involved. A person injured in a confrontation or otherwise in connection with the use of the LEKTROX may bring legal action against the Company to recover damages for personal injury, wrongful death, negligent design, dangerous product or inadequate warning. If successful, personal injury or other claims could have a material adverse effect on the Company. Although the Company plans to carry product liability insurance, litigation could result in an award of monetary damages in excess of any insurance coverage.

Government Regulation of the LEKTROX May Adversely Affect Sales. Under current regulations, the LEKTROX will not be a firearm regulated by the Bureau of Alcohol, Tobacco and Firearms, but will be a consumer product regulated by the United States Consumer Product Safety Commission. Although there are

currently no federal laws restricting sales of weapons such as the LEKTROX in the United States, future federal regulations could adversely affect the Company's sales. The LEKTROX will be controlled, restricted or its use prohibited by several state and local governments. Some municipalities also prohibit consumer use of products similar to the LEKTROX. Certain foreign jurisdiction, including Japan, the United Kingdom, Australia, Italy and Hong Kong, prohibit the sale of weapons such as the LEKTROX.

If the Company is Unable to Protect its Intellectual Property, it May Incur Substantial Costs to Protect its Rights. The future success of the Company depends in part upon its proprietary technology. The Company has applied for two U.S. patents to protect its technology. Any patents issued to the Company may prove inadequate to protect its proprietary rights, and may not prevent others from developing and selling competing products. The validity and breadth of claims covered in technology patents involve complex legal and factual questions, and the resolution of claims may be highly uncertain, lengthy and expensive. In addition, any patents issued to the Company may be held invalid upon challenge and others may claim rights in or ownership of its patents.

The Company may not be able to achieve or maintain a competitive position and other technological developments may result in the Company's products becoming uneconomical or obsolete. The non-lethal weapons industry is characterized by changing technology and evolving industry standards and current or future competitors may develop products that are superior to the LEKTROX. It is difficult to predict the rate at which the market for the LEKTROX will grow, if at all. If the market for the LEKTROX fails to grow, or grows more slowly than anticipated, the Company may be unable to earn a profit.

Since the Company's officers plan to devote only a portion of their time to the Company's business, its chances of being profitable will be less than if it had full time management. As of May 31, 2008 the Company had four officers.

With the exception of Sheldon Kales, the officers of the Company are employed full-time at other companies and the officers' other responsibilities could take precedence over the officer's duties to the Company.

Since, at present, there is only a limited market for the Company's common stock, purchasers of the shares offered by this prospectus may be unable to sell their shares. If purchasers are unable to sell their shares, purchasers may never be able to recover any amounts which they paid for the Company's shares.

In addition, trades of the Company's common stock are subject to Rule 15c-9 of the Securities and Exchange Commission, which imposes certain requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. For transactions covered by the rule, brokers/dealers must make a special suitability determination for purchasers of the securities and receive the purchaser's written agreement to the transaction prior to sale. The Securities and Exchange Commission also has rules that regulate broker/dealer practices in connection with transactions in "penny stocks". Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in that security is provided by the exchange or system). The penny stock rules require a broker/ dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure

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document prepared by the Commission that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker/dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the Company's common stock. As a result of these rules, investors in this offering, may find it difficult to sell their shares.

#### SELLING SHAREHOLDERS

The Company has issued (or may in the future issue) shares of its common stock to various persons pursuant to certain employee compensation plans adopted by the Company. The employee compensation plans provide for the grant or issuance to selected employees of the Company and other persons of shares of the Company's common stock or options to purchase shares of the Company's common stock. Persons who received shares pursuant to the Plans and who are offering such shares to the public by means of this Prospectus are referred to as the "Selling Shareholders".

The Company has adopted stock option and stock bonus plans. A summary description of these plans follows. In some cases these Plans are collectively referred to as the "Plans".

**Incentive Stock Option Plan.** The Company's Incentive Stock Option Plan authorizes the issuance of shares of the Company's Common Stock to persons that exercise options granted pursuant to the Plan. Only Company employees may be granted options pursuant to the Incentive Stock Option Plan.

**Non-Qualified Stock Option Plan.** The Company's Non-Qualified Stock Option Plan authorizes the issuance of shares of the Company's Common Stock to persons that exercise options granted pursuant to the Plans. The Company's employees, directors, officers, consultants and advisors are eligible to be granted options pursuant to the Plans, provided however that bona fide services must be rendered by such consultants or advisors and such services must not be in connection with the offer or sale of securities in a capital-raising transaction. The option exercise price is determined by the Committee.

**Stock Bonus Plan.** The Company's Stock Bonus Plan allows for the issuance of shares of Common Stock to its employees, directors, officers, consultants



and advisors. However bona fide services must be rendered by the consultants or advisors and such services must not be in connection with the offer or sale of securities in a capital-raising transaction.

Summary. The following is a summary of the options granted pursuant to the Plans as of May 31, 2008. Each option represents the right to purchase one share of the Company's common stock.

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Name of Plan	Total Shares			
	Shares Reserved for Reserved Under Plans	Shares Outstanding	Shares Issued as Stock Bonus	Remaining Options/Shares Under Plans
Incentive Stock Option Plans	1,000,000	--	N/A	1,000,000
Non-Qualified Stock Option Plans	5,000,000	3,665,000	N/A	435,000
Stock Bonus Plans	150,000	N/A	--	150,000

The following lists in detail the options granted as of May 31, 2008. All of the options listed below were granted pursuant to the Company's Non-Qualified Stock Option Plan.

Name	Shares Issuable Upon Exercise of Options	Exercise Price	Expiration Date	Options Exercised As of May 31, 2008
Sheldon Kales	550,000	\$0.10	10/29/11 (1)	550,000
Sheldon Kales	100,000	\$0.25	10/29/11 (1)	--
Sheldon Kales	675,000	\$1.20	10/12/12 (1)	
Sheldon Kales	108,000	\$0.10	01/24/13 (1)	
Boaz Dor	200,000	\$0.10	10/29/11 (1)	200,000
Boaz Dor	100,000	\$0.25	10/29/11 (1)	--
Boaz Dor	300,000	\$1.20	10/12/12 (1)	
Boaz Dor	117,000	\$0.10	01/24/13 (1)	
Rakesh Malhotra	125,000	\$1.50	01/17/12 (1)	
Rakesh Malhotra	175,000	\$1.20	10/12/12 (1)	
Gregory Sullivan	200,000	\$0.10	10/29/11 (1)	200,000
Gregory Sullivan	100,000	\$0.25	10/29/11 (1)	--
Gregory Sullivan	175,000	\$1.20	10/12/12 (1)	
Consultants	300,000	\$0.50	10/29/11	--
Consultants	40,000	\$3.60	1/29/12	--
Consultants	300,000	\$2.75	04/23/12	
Consultants	250,000	\$1.20	10/12/12	
Consultants	750,000	\$1.50	04/11/13	

(1) These options will expire on the first to occur of the following: (i) 10/30/11, (ii) the date the option holder resigns as a director of the Company, or (iii) the date the option holder is removed from office for Cause.

For the purpose of these options "Cause" means any action by the Option Holder or any inaction by the Option Holder which constitutes:

(i) fraud, embezzlement, misappropriation, dishonesty or breach of trust;

(ii) a willful or knowing failure or refusal by the Option Holder to perform any or all of his material duties and responsibilities as an officer of the Company, other than as the result of the Option Holder's death or Disability; or

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(iii) gross negligence by the Option Holder in the performance of any or all of his material duties and responsibilities as an officer of the Company, other than as a result of the Option Holder's

death or Disability;

For purposes of these options "Disability" means any mental or physical illness, condition, disability or incapacity which prevents the Option Holder from reasonably discharging his duties and responsibilities as an officer of the Company for a minimum of twenty hours per week. If any disagreement or dispute shall arise between the Company and the Option Holder as to whether the Option Holder suffers from a Disability, then, in such event, the Option Holder shall submit to the physical or mental examination of a physician licensed under the laws of Ontario, who is mutually agreeable to the Company and the Option Holder, and such physician shall determine whether the Option Holder suffers from such a Disability. In the absence of fraud or bad faith, the determination of such physician shall be final and binding upon the Company and the Option Holder.

Shares issued or issuable upon the exercise of options granted to the Company's officers and directors pursuant to the Incentive Stock Option and Non-Qualified Stock Option Plans, as well as shares issued pursuant to the Stock Bonus Plan, are being offered by means of this Prospectus. The following table lists the shareholdings of the Company's officers and directors and the shares offered by means of this Prospectus as of May 31, 2008.

Name of Selling Shareholder	Number of Shares		Number of Bonus Shares	Number of Shares to be Owned on Completion of the Offering	Percent of Class
	Being Offered	Option Shares (1)			
Sheldon Kales	2,884,000	883,000	--	2,884,000	20%
Boaz Dor	1,140,500	517,000	--	1,140,500	8.0%
Rakesh Malhotra	--	300,000	--	--	--
Gregory Sullivan	405,000	275,000	--	405,000	2.8%

(1) Represents shares issuable upon the exercise of Non-Qualified stock options.

Sheldon Kales, Boaz Dor, Rakesh Malhotra and Gregory Sullivan are officers and directors of the Company.

The Company has filed with the Commission under the Securities Act of 1933 a Form S-8 registration statement, of which this Prospectus forms a part, with respect to the resale of the Shares from time to time in the over-the-counter market or in privately negotiated transactions.

#### PLAN OF DISTRIBUTION

The Selling Shareholders may sell the Shares offered by this Prospectus from time to time in negotiated transactions in the over-the-counter market at fixed prices which may be changed from time to time, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Shareholders may effect such transactions by

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selling the Shares to or through broker/dealers, and such broker/dealers may receive compensation in the form of discounts, concessions, or commissions from the Selling Shareholders and/or the purchasers of the Shares for which such broker/dealers may act as agent or to whom they may sell, as principal, or both (which compensation as to a particular broker/dealer may be in excess of customary compensation).

The Selling Shareholders and any broker/dealers who act in connection with the sale of the Shares hereunder may be deemed to be "underwriters" within the meaning of ss.2(11) of the Securities Acts of 1933, and any commissions received by them and profit on any resale of the Shares as principal might be deemed to be underwriting discounts and commissions under the Securities Act. The Company has agreed to indemnify the Selling Shareholders and any securities broker/dealers who may be deemed to be underwriters against certain liabilities, including liabilities under the Securities Act as underwriters or otherwise.

The Company has advised the Selling Shareholders that they and any securities broker/dealers or others who may be deemed to be statutory underwriters will be subject to the Prospectus delivery requirements under the Securities Act of 1933. The Company has also advised each Selling Shareholder that in the event of a "distribution" of the shares owned by the Selling Shareholder, such Selling Shareholder, any "affiliated purchasers", and any broker/ dealer or other person who participates in such distribution may be subject to Rule 102 under the Securities Exchange Act of 1934 ("1934 Act") until their participation in that distribution is completed. A "distribution" is defined in Rule 102 as an offering of securities "that is distinguished from ordinary trading transactions by the magnitude of the offering and the presence of special selling efforts and selling methods". The Company has also advised the Selling Shareholders that Rule 101 under the 1934 Act prohibits any "stabilizing bid" or "stabilizing purchase" for the purpose of pegging, fixing or stabilizing the price of the Common Stock in connection with this offering.

#### DESCRIPTION OF SECURITIES

##### Common Stock

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Security Devices is authorized to issue 50,000,000 shares of common stock. As of May 31, 2008 Security Devices had 14,330,050 outstanding shares of common stock. Holders of common stock are each entitled to cast one vote for each share held of record on all matters presented to shareholders. Cumulative voting is not allowed; hence, the holders of a majority of the outstanding common stock can elect all directors.

Holders of common stock are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available for dividends and, in the event of liquidation, to share pro rata in any distribution of Security Devices' assets after payment of liabilities. The Board of Directors is not obligated to declare a dividend and it is not anticipated that dividends will ever be paid.

Holders of common stock do not have preemptive rights to subscribe to additional shares if issued by Security Devices. There are no conversion, redemption, sinking fund or similar provisions regarding the common stock. All of the outstanding shares of common stock are fully paid and non-assessable and

all of the shares of common stock offered by this prospectus will be, upon issuance, fully paid and non-assessable.

##### Preferred Stock

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Security Devices is authorized to issue 5,000,000 shares of preferred stock. Shares of preferred stock may be issued from time to time in one or more series as may be determined by Security Devices' Board of Directors. The voting powers and preferences, the relative rights of each such series and the qualifications, limitations and restrictions of each series will be established by the Board of Directors. Security Devices' directors may issue preferred stock with multiple votes per share and dividend rights which would have priority over any dividends paid with respect to the holders of Security Devices' common stock. The issuance of preferred stock with these rights may make the removal of management difficult even if the removal would be considered beneficial to shareholders generally, and will have the effect of limiting shareholder participation in transactions such as mergers or tender offers if these transactions are not favored by Security Devices' management. As of the date of this prospectus Security Devices had not issued any shares of preferred stock.

##### Transfer Agent

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Transhare Corporation, 5105 DTC Parkway, Suite 325, Greenwood Village, CO 80111. Telephone 303-662-1112, Fax 303-662-1113.

#### GENERAL

The Company's Bylaws provide that the Company will indemnify its directors

and officers against expense and liabilities they incur to defend, settle or satisfy any civil or criminal action brought against them as a result of their being or having been the Company directors or officers unless, in any such action, they have acted with gross negligence or willful misconduct. Officers and Directors are not entitled to be indemnified for claims or losses resulting from a breach of their duty of loyalty to the Company, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or a transaction from which the director derived an improper personal benefit. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to the Company's directors and officers, the Company has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, and is, therefore, unenforceable.

No dealer, salesman, or any other person has been authorized to give any information or to make any representations other than those contained in this prospectus in connection with this offering and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or the selling shareholders. This prospectus does not constitute an offer to sell, or a solicitation of any offer to buy, the securities offered in any jurisdiction to any person to whom it is unlawful to make an offer or solicitation. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create an implication that there has not been any change in the affairs of the Company since the date hereof or that any information contained herein is correct as to any time subsequent to its date.

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All dealers effecting transactions in the registered securities, whether or not participating in this distribution, may be required to deliver a prospectus. This is an addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

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