

As filed with the Securities and Exchange Commission on August 13, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**SECURITY DEVICES INTERNATIONAL INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**3690**  
*(Primary Standard Industrial  
Classification Code Number)*

**71-1050654**  
*(I.R.S. Employer  
Identification No.)*

**Head Office**  
1101 Pennsylvania Ave. NW  
Evening Star Building, 6th Floor  
Washington, DC 20004  
(202) 756-1960

**Canadian Office**  
338 Church Street  
Oakville, Ontario L6J 1P1  
Canada  
(905) 582-6402

*(Address and telephone number of registrant's principal executive offices)*

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**Gregory Sullivan**  
**Chief Executive Officer**  
1101 Pennsylvania Ave. NW  
Evening Star Building, 6th Floor  
Washington, DC 20004  
  
(202) 756-1960

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With copies to:

**Richard Raymer, Esq.**  
**Dorsey & Whitney LLP**  
**TD Canada Trust Tower**  
**Brookfield Place 161 Bay Street, Suite 4310**  
**Toronto M5J 2S1**  
**Canada**  
**T: (416) 367-7370**  
**Facsimile: (416) 367-7371**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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.  File No. 333-187138

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.

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

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE				
		Proposed maximum	Proposed maximum	
Title of each class of securities to be registered	Amount to be registered(1)	offering price per Share(2)	aggregate offering price(3)	Amount of registration fee
Common stock, USD\$0.001 par value per share	1,725,000	USD\$0.392	USD\$676,200	USD\$92.23

- (1) Includes common stock issuable upon exercise of the Canadian agent's over-allotment option.
- (2) Based on conversion of the Canadian dollar denominated offering price of CDN\$0.40 at the noon exchange rate as published by the Bank of Canada on April 8, 2013, of U.S. \$1.00 = Canadian \$1.0198.
- (3) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of securities eligible to be sold under the related registration statement on Form S-1 (File No. 333-187138), as amended (the "Initial Registration"), is hereby registered. The registrant previously registered securities with a proposed aggregate offering price of 3,381,000 for which a filing fee of USD\$545.6 was previously paid. Calculated based on the proposed maximum offering price per share pursuant to Rule 457(a).

**The registrant statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of Dorsey & Whitney LLP regarding the validity of the securities being registered and a related consent, and the consent of Schwartz Levitzky Feldman LLP. This registration statement relates to our registration statement on Form S-1 (File No. 333-187138), as amended, including the exhibits and powers of attorney thereto (the "Initial Registration Statement"), initially filed by Security Devices International Inc. on March 8, 2013 and declared effective by the Securities and Exchange Commission (the "Commission") on July 11, 2013. We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by us by 1,725,000 shares, 225,000 of which are subject to purchase upon exercise of the Canadian agent's option to purchase additional shares. Pursuant to Rule 462(b) under the Securities Act, the contents of the Initial Registration Statement, including the powers of attorney thereto, are incorporated by reference into this registration statement.

## CERTIFICATION

The registrant hereby certifies to the Commission that (1) it has instructed its EDGAR agent to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of August 13, 2013), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its EDGAR agent during regular business hours no later than August 13, 2013.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, *as amended*, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on August 13, 2013.

### SECURITY DEVICES INTERNATIONAL INC.

/s/ Gregory Sullivan Chief Executive Officer August 13, 2013  
(Principal Executive Officer)

/s/ Rakesh Malhotra Chief Financial Officer August 13, 2013  
(Principal Financial and Accounting Officer )

Each person whose signature appears below constitutes and appoints each of Gregory Sullivan and Rakesh Malhotra his or her attorney-in-fact and agent, with the full power of substitution and resubstitution and full power to act without the other, for them in any and all capacities, to sign any and all amendments, including post-effective amendments, and any registration statement relating to the same offering as this registration that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, *as amended*, to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, *as amended*, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Gregory Sullivan Chief Executive Officer and Director August 13, 2013  
(Principal Executive Officer)

/s/ Rakesh Malhotra Chief Financial Officer August 13, 2013  
(Principal Financial and Accounting Officer)

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<u>/s/ Boaz Dor</u>	Director	August 13, 2013
<u>/s/ Allen Ezer</u>	Director	August 13, 2013
<u>/s/ Duane Pamham</u>	Director	August 13, 2013
<u>/s/ David Goodbrand</u>	Director	August 13, 2013

#### EXHIBIT INDEX

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (File No. 333-187138), as amended, are incorporated by reference into, and shall be deemed part of, this registration statement. In addition, the following exhibits are filed herewith:

<b>Exhibit</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of legal counsel</a>
<a href="#">23.1</a>	<a href="#">Consent of Schwartz Levitsky Feldman LLP</a>
<a href="#">23.2</a>	<a href="#">Consent of legal counsel (contained in Exhibit 5.1 hereto)</a>
24.1	Power of Attorney (contained on signature page to this registration statement)

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August 13, 2013

Security Devices International Inc.  
1101 Pennsylvania Ave., NW, 6<sup>th</sup> floor  
Washington, DC 20004

**Re: Registration Statement on Form S-1 and Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended.  
File No. 333-187138**

Ladies and Gentlemen:

We have acted as counsel to Security Devices International Inc., a Delaware corporation (the “**Company**”), in connection with the filing of (i) a Registration Statement on Form S-1 (File No. 333-187138) (the “**Initial Registration Statement**”) relating to the offering and sale by the Company of up to 8,625,000 shares of common stock of the Company, par value \$0.001 per share (including 1,125,000 shares to be subject to the agent’s over-allotment option) and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “**462(b) Registration Statement**”) and together with the Initial Registration Statement the “**Registration Statement**”), relating to the offering and sale by the Company of up to 1,725,000 shares of common stock of the Company, par value \$0.001 per share (including 225,000 shares to be subject to the agent’s over-allotment option) (the “**Common Stock**”).

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinions set forth below. In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials. We have also assumed that the Common Stock will be sold for the price per share described in the 462(b) Registration Statement and in accordance with the resolutions adopted by the Company’s Board of Directors and will be issued and sold as described in the Registration Statement.

Based on the foregoing, we are of the opinion that the shares of Common Stock to be sold by the Company pursuant to the 462(b) Registration Statement have been duly authorized by all requisite corporate action and, upon issuance, delivery and payment therefor as described in the Registration Statement, will be validly issued, fully paid and nonassessable.

August 13, 2013

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Our opinions expressed above are limited to the Delaware General Corporation Law. We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the related prospectus. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, and the rules and regulations thereunder.

Very truly yours,

/s/ Dorsey & Whitney LLP

RR/KGS

DORSEY & WHITNEY LLP

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**Schwartz Levitsky Feldman llp**

CHARTERED ACCOUNTANTS  
LICENSED PUBLIC ACCOUNTANTS  
TORONTO • MONTREAL



August 12, 2013

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
Security Devices International Inc.

Schwartz Levitsky Feldman LLP hereby consents to the use in the Registration Statement of Security Devices International Inc. (the "Company") on Form S-1, as amended (No. 333-187138), under the Securities Act of 1933, as amended, which is incorporated by reference into this Registration Statement on Form S-1MEF filed with the United States Securities and Exchange Commission of our report dated February 26, 2013, relating to the financial statements of the Company, as of November 30, 2012 and 2011 and for the years ended November 30, 2012 and 2011 and for the period from inception (March 1, 2005) to November 30, 2012, and the reference to us under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

Yours very truly,

SCHWARTZ LEVITSKY FELDMAN LLP  
Chartered Accountants  
Licensed Public Accountants

**"SCHWARTZ LEVITSKY FELDMAN LLP"**

2300 Yonge Street, Suite 1500  
Toronto, Ontario M4P 1E4  
Tel: 416 785 5353  
Fax: 416 785 5663

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