

Title Starts Online, Inc.  
Form S-1/A  
August 07, 2008

**As filed with the Securities and Exchange Commission on February 4, 2008  
Registration No. 333-149036**

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**U. S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549**

**FORM S-1/A**

**Pre-Effective Amendment No. 4 to Form SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**TITLE STARTS ONLINE, INC.**  
(Name of Registrant in its Charter)

**Nevada**  
(State or Jurisdiction of  
Incorporation or Organization)

**6541**  
(Primary Standard Industrial  
Classification Code Number)

**26-1394771**  
(I.R.S. Employer  
Identification No.)

**7007 College Boulevard  
Suite 270  
Overland Park, KS 66211**  
(Address and Telephone Number of Principal Executive Offices)

**Mark DeFoor  
President and Chief Executive Officer  
Title Starts Online, Inc.  
7007 College Boulevard  
Suite 270  
Overland Park, KS 66211  
913.832.0072**  
(Name, Address and Telephone Number of Agent for Service)

**Copies of all communications to:**

Bartly J. Loethen  
Synergy Law Group, LLC  
730 West Randolph Street, 6<sup>th</sup> Floor  
Chicago, IL 60661  
312.454.0015

**Approximate Date of Commencement of Proposed Sale to the Public:** As soon as practicable after the effective date of this Registration Statement.

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, 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.

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 file, 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.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class 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<sup>(2)</sup></b>
Common Stock	900,000 \$	0.25 \$	225,000 \$	8.84 <sup>(3)</sup>

(1) This price was arbitrarily determined by the Company.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.

(3) Previously paid.

**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.**

**EXPLANATORY NOTE:**

Title Starts Online, Inc. previously filed a registration statement on Form SB-2 (SEC File No. 333-149036) on February 4, 2008 to register 900,000 shares of common stock. On May 5, 2005, the Company filed Pre-Effective Amendment No. 1 on Form S-1/A to amend the registration statement to update certain information contained therein and to comply with SEC rules and regulations which became effective February 4, 2008. On July 1, 2008, the Company filed Pre-Effective Amendment No. 2 on Form S-1/A, and on July 25, 2008, the Company filed Pre-Effective Amendment No. 3 on Form S-1/A.



The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**PROSPECTUS**

**TITLE STARTS ONLINE, INC.**

**900,000 SHARES OF COMMON STOCK**

This prospectus relates to the offering of a minimum of 200,000 and a maximum of 900,000 shares of common stock of Title Starts Online, Inc., (the “Company”) in a self-underwritten direct public offering, without any participation by underwriters or broker-dealers. The shares will be sold through the efforts of our officers and director. The offering price is \$0.25 per share (the “Offering Price”). The offering period will begin on the date this registration statement is declared effective by the Securities and Exchange Commission (the “SEC”) and continue, unless earlier terminated, until 5:00 P.M. Local Time, on October 31, 2008 (the “Offering Period”). In the event that a minimum of 200,000 shares are not sold within the Offering Period, all money received by us will be promptly returned without interest or deduction of any kind. Subscription funds will be held until closing by Synergy Law Group, LLC, as escrow agent, in an escrow account at Charter One Bank. The minimum purchase requirement for each investor in this offering is \$1,250 or 5,000 shares. Prior to this offering, there has been no public market for the common stock.

**THE PURCHASE OF THE SECURITIES OFFERED THROUGH THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. SEE “RISK FACTORS” BEGINNING ON PAGE 7.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

You should rely only on the information contained in this Prospectus and the information we have referred you to. We have not authorized any person to provide you with any information about this Offering, the Company, or the shares of our Common Stock offered hereby that is different from the information included in this Prospectus. If anyone provides you with different information, you should not rely on it.

The date of this prospectus is \_\_\_\_\_, 2008

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## Prospectus Summary

*This summary highlights information contained elsewhere in this Prospectus and may not contain all of the information you should consider before investing in the shares. You are urged to read this Prospectus in its entirety, including the information under "Risk Factors. Unless the context indicates otherwise, the words "we," "us" "our" or the "Company" refer to Title Starts Online, Inc.*

### Overview

This Prospectus relates to the offering of shares by Title Starts Online, Inc., a Nevada corporation. The Company proposes to raise a minimum amount of \$50,000 (the "Minimum Offering Amount") and an maximum amount of \$225,000 (the "Maximum Offering Amount") through the sale of a minimum of 200,000 shares and a maximum of 900,000 shares of Company common stock with a par value \$.001 (each a "Share" and collectively the "Shares") at the price of \$0.25 per Share (the "Offering") as more fully described in "Plan of Distribution." Subscription funds will be held until closing by Synergy Law Group, LLC, as escrow agent, in an escrow account at Charter One Bank. The Report of the independent registered public accounting firm which audited the Company's financial statements for the year ended December 31, 2007 contains an opinion that there is substantial doubt about the Company's ability to continue as a going concern because the Company has no business operations, has negative working capital and minimal stockholders' equity. See "Risk Factors" beginning on page 7.

### The Company

Title Starts Online, Inc. was incorporated under the laws of the state of Nevada on November 13, 2007. The Company's principal offices are located at 7007 College Boulevard, Suite 270, Overland Park, KS 66211. Our telephone number there is 913.832.0072. Our fax number is 913.747.3001. We are also in the process of creating a website which will be [www.titlestarts.com](http://www.titlestarts.com). Information included on our website is not a part of this Prospectus.

The Company is in its development stage with no operations and no revenues to date. The majority of the activities to date have revolved around defining requirements from residential title abstractors in the Kansas City area to determine the value proposition of a consolidated title start website business. In the title insurance business, abstractors are required to research any and all encumbrances on specific properties which are in the process of being refinanced or sold. This search is completed by merging data from a variety of sources, some online and some in log books physically maintained by local governmental entities and private production plants. The research results are then compiled into a commitment of title insurance which is submitted to the entity requesting the information. The Company intends to develop a central repository for title starts and plans to deliver two categories of products - title starts and a title search template - along with a tips and tools area via the Company's website. The website will have the functionality to manage new title search findings based on unique user identification to facilitate order processing, to offer remote storage and minimize redundant data entry. Users will also have the ability to shop for existing title starts and utilize innovative search techniques to expedite their search. The Company's products remain in the developmental stage. The Company's next step is to conduct focus groups to test utility and function of the products. After the function and utility are established, the Company plans to market its product within the title insurance industry.

Mark DeFoor, the primary founder of the Company, is also a Director, President and Chief Executive Officer. Mr. DeFoor earned a Bachelor's of Business Administration (1993) and a Master's of Business Administration (1995) from the University of Missouri at Kansas City. Mr. DeFoor's previous experience includes the development of the National Association of Insurance Commissions Central Repository of Producer Agents as well as the operation, purchase and sale of several title insurance companies.

The Company anticipates that title abstractors will represent a significant segment of the total subscribers in this Offering. The Company's registration of the Shares with the potential development of a market to sell the Shares is intended to provide its investors with an additional incentive to become part of the Company. While the registration of its Shares is for the purpose of creating a public market, there is no guarantee that a public market will ever exist for the Company's Shares or that, if developed, can be sustained.



**The Offering**

<b><i>Securities Being Offered</i></b>	The Company is offering for sale a minimum of 200,000 and a maximum of 900,000 shares of its common stock.
<b><i>Initial Offering Price</i></b>	The Offering Price is \$0.25 per Share. The Offering Price was determined arbitrarily by the Company.
<b><i>Terms of the Offering</i></b>	The Shares will be sold through the efforts of our officers and director beginning on the date this registration statement is declared effective by the SEC.
<b><i>Termination of the Offering</i></b>	The Offering will conclude on October 31, 2008. We may, in our sole discretion, terminate the Offering prior to the end of the Offering Period for any reason whatsoever. No subscription will be accepted unless payment is received by October 31, 2008.
<b><i>Risk Factors</i></b>	The securities offered hereby involve a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See “Risk Factors” beginning on page 7.
<b><i>Common Stock Issued And Outstanding Before Offering</i></b>	3,100,000 shares of our common stock are issued and outstanding as of the date of this Prospectus.
<b><i>Common Stock Issued And Outstanding After Offering</i></b>	Upon completion of the Offering, we will have 3,300,000 shares of common stock issued and outstanding if we sell the minimum number of shares offered in this Offering. We will have 4,000,000 shares of common stock issued and outstanding upon completion of the Offering if we sell the maximum number of Shares offered in this Offering.
<b><i>Use of Proceeds</i></b>	The Company will use the net proceeds from the Offering substantially for general corporate purposes primarily in the areas of product development, marketing, advertising, promotion, acquiring relationships and general working capital.

**Summary Financial Information**

<b>Balance Sheet Data</b>	<b>12/31/07 (Audited)</b>	<b>3/31/08 (Unaudited)</b>
Cash	0	2,500
Total Assets	18,391	30,442
Liabilities	17,091	30,062
Total Stockholders' Equity	1,300	380
<b>Statement of Loss and Deficit From Incorporation on November 13, 2007</b>	<b>To 12/31/07 (Audited)</b>	<b>To 3/31/08 (Unaudited)</b>
Revenue	0	0
Net Loss and Deficit	(1,800)	(2,720)



## **Risk Factors**

*You should carefully consider the risks and uncertainties described below and the other information in this Prospectus before deciding whether to invest in the Shares we are offering. The risks described below are not the only ones we will face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our financial performance and business operations. If any of these risks actually occur, our business and financial condition or results of operation may be materially adversely affected, the trading price of our common stock could decline and you may lose all or part of your investment.*

### **Risks Related to Our Company**

**The report of the independent registered public accounting firm which audited the Company's financial statements as of December 31, 2007 expresses substantial doubt as to the Company's ability to continue as a going concern.**

In the report dated April 24, 2008 of the independent registered public accounting firm which audited the Company's financial statements as of December 31, 2007, the independent registered public accounting firm expressed substantial doubt as to the Company's ability to continue as a going concern. Underlying the accounting firm's opinion are the absence of any business operations by the Company, its negative working capital position and minimal stockholders' equity. The notes to the Company's audited financial statements provide that continuation as a going concern is dependent upon the operations of the Company which in turn are dependent upon the Company's ability to meet its financial requirements, raise additional capital and the success of its future operations, and there is no assurance that the Company will be successful in accomplishing these objectives.

**Purchasers may have difficulty evaluating the Company's business because of the absence of any operating history.**

The Company was incorporated on November 13, 2007, and to date, we have been involved primarily in organizational activities. The Company has no revenue history, no operating history and has not delivered any products or product-related services to customers. Potential investors should be aware of the difficulties normally encountered by development stage companies and the high rate of failure of such enterprises. There is no guarantee that we will commence business operations or that our business operations will be profitable. For this reason, investors are encouraged to review the Company's financial information and prospects, to have discussions with representatives of the Company and to engage professional advisors to evaluate an investment in the Company.

**If we do not obtain additional financing, our business will fail.**

Our business plan calls for ongoing expenses in connection with the development of the business of the Company. We have not generated any revenue from operations to date. We may not be able to implement our business plan without obtaining additional financing. If this financing is not available or obtainable, investors may lose a substantial portion or all of their investment. If adequate funds are not available to satisfy our immediate or intermediate capital requirements, we will limit our operations significantly. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all. The most likely source of future funds presently available to us is through the sale of additional shares of common stock, which could result in dilution to existing shareholders.

**The Company has a lack of profit and uncertain profit outlook.**

The Company has no history in operating its business on which to evaluate the Company and its prospects. If customers do not adopt the Company's products and services due to the Company's operating history, the Company's profits will be significantly and negatively affected. The Company's prospects must be considered in light of the risks,

uncertainties, expenses and difficulties frequently encountered in this context.

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**If the Company does not generate sales in a timely manner, the Company may run out of cash.**

The Company's business plan is dependent on sales and anticipates that such sales will commence in the fourth quarter of 2008. The Company will hire staff and incur recurring expenses and plans to increase staffing and expense levels in anticipation of revenues assuming proceeds from this Offering make such expenditures feasible. In the event that revenues do not occur in a timely manner, the Company will need to dramatically reduce costs and may run out of cash.

**If the market chooses to buy competitive products and services, the Company will not be financially viable.**

Although the Company believes that its products will be of commercial usefulness, there is no verification by the marketplace that the Company's products and services will be purchased by customers. If the market chooses to buy competitive products and services, it may be more difficult for the Company to be profitable and the Company's business would be substantially harmed. The Company believes that the purchase of its products is also highly dependent on perceptions of risk, financial viability of the Company, ability to provide related services and support, and other factors including brand perception, references, and commercial linkage between these sales and other products and services. If the Company is not able to manage these perceptions, it may not be able to meet its forecasts and projections.

**The Company's competitors are larger and have greater resources, giving them the ability to utilize commercial practices that prevent customers from buying the Company's products and services.**

The Company's competitors are larger and have resources greater than those of the Company; therefore, there can be no assurance that potential customers will buy from the Company, as opposed to the Company's competitors. If potential customers do not buy from the Company, the Company's business would be significantly harmed. Competitors may also have greater leverage and stronger relationships with their customers, as well as the ability to offer lower prices, which could affect the Company's ability to procure customers or cause customers to change vendors.

**The Company's results may fluctuate significantly from projections.**

The Company's anticipated revenues are based on projections, and results may vary widely from such projections.

**The Company is reliant on senior management.**

The Company believes that its success is significantly dependent upon the continued participation and collective skills of the executive officers. In addition, certain knowledge and skills possessed by executive officers and key Company employees may not be able to be replaced quickly or at all. Members of senior management are under no obligations to remain with the Company. If several senior management members do not remain with the Company, the Company's business would be significantly harmed.

**The Company plans significant expenses for research and development.**

The Company's market is characterized by rapidly changing technologies and evolving industry standards. The Company plans to incur significant research and development expenses intended to adapt and expand to this evolving industry and achieve competitive advantage. If the Company does not generate sufficient profit, the business could be harmed. If it is necessary to raise additional funds to pay for further research and development through the issuance of equity securities, the current stockholders would be diluted and their interests might become subordinate to the rights and preferences of the holders of new equity securities.

**The Company has an uncertain ability to meet future cash needs.**

It is likely that the Company will need additional financing in the future, either as a result of adverse developments, or as a result of rapid growth or volatility in business levels or business conditions. If such financing is unavailable, it could have a serious adverse effect on the Company's ability to survive.

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**The Company must develop delivery and support infrastructure to be viable in the market.**

The Company is in an early stage of development, and if the Company does not develop the necessary infrastructure to support its customers, its business could suffer or fail.

**The Company's business plan is highly sensitive to many factors, and thus Company performance is not easily predictable.**

The title insurance industry is sensitive to many factors, including competition with larger companies, market demand, research and development expenditures, and the ability to stay competitive in the industry. Given these and other market factors, the Company cannot predict with certainty its short- and long-term performance and profitability. In addition, even if the Company achieves profitability, given these many factors affecting the Company's business, the Company may not be able to maintain profitability in the future.

**If the Company does not manage growth effectively, the Company's business could be harmed.**

Resource infrastructure and geographic expansion will be required to realize the Company's growth strategy. Operations growth will place significant demands on the management and other resources of the Company, which demands are likely to continue. To manage future growth, the Company will need to continue to attract, hire and retain highly skilled and motivated officers, managers and employees for:

1. Sales, marketing, business development and customer service;
2. Technical support, software development and integration;
3. Operational and financial management; and
4. Training, integrating and managing the growing employee base.

The Company may not be successful in selecting, managing or expanding its operations and markets or maintaining adequate management, financial and operating systems and controls. The Company may not be able to achieve desired geographic expansion without additional investment.

**Experience of management may not be adequate to achieve projections.**

While Company's officers have history and experience in the title industry, there is no guarantee that such experience will ensure that they are able to reach the Company's projections.

**Any additional financing through sales of our common stock will result in dilution to existing shareholders.**

We will require additional capital in order to achieve our business plan. Our most likely source of additional capital will be through the sale of additional shares of common stock. The sale of additional shares of common stock will result in dilution to our existing stockholders and will negatively affect the value of an investor's Shares.

**Risks Related To the Title Insurance Industry**

**The title insurance industry is intensely competitive, and if the Company fails to successfully compete in this industry, its market share and business will be harmed.**

The markets for the products and services offered by the Company are intensely competitive and characterized by rapidly changing technology, evolving regulatory requirements and changing consumer demands. Large companies may at any time attain positions of competitive advantage that the Company will find difficult to counteract.

There can be no assurance that the Company will be able to successfully compete with any current or potential providers of products and services competitive with those of the Company.



**The Company's success depends, in part, on its ability to protect, develop and secure proprietary information and intellectual property.**

Although the Company intends to pursue protection of its intellectual property, there is no assurance that such protection will be available or sufficient to preclude competition. Competitors may develop similar or superior products, software, business models and intellectual property. This could have serious impact on the ability of the Company to succeed. If the Company fails to protect, develop and secure proprietary information and intellectual property, the va