

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ATLANTIC TECHNOLOGY VENTURES, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	8731 (Primary Standard Industrial Classification Code Number)	36-3898269 (I.R.S. Employer Identification No.)
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350 Fifth Avenue
Suite 5507
New York, New York 10118
(212) 267-2503

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

FREDERIC P. ZOTOS, ESQ.

350 Fifth Avenue
Suite 5507
New York, New York 10118
(212) 267-2503

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

COPY TO:

EZRA G. LEVIN, ESQ.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
(212) 715-9100

Approximate date of commencement of proposed sale to the public: At such
time or times as may be determined by the selling shareholders after this
registration statement becomes effective.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the
following box. []

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, as amended (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, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [x] 333-82010

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 the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Shares to be Registered	Number of Shares to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee Due
Common stock, par value \$.001 per share (2)	833,331	\$0.14	\$116,666.34	\$27.88

- (1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low sales prices for Atlantic common stock reported on the NASD Over-the-Counter Bulletin Board on July 31, 2002.
- (2) Represent shares of Atlantic common stock that Atlantic agreed to issue to Joseph Stevens & Company, Inc., the placement agent under the placement agent agreement dated as of November 6, 2001, between Atlantic and Joseph Stevens, for services rendered relating to the private placement of our stock.

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 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement is being filed under Rule 462(b) under the Securities Act of 1933, as amended, to register an additional 833,331 shares of common stock, par value \$.001, of Atlantic Technology Ventures, Inc. These are shares Atlantic agreed to issue to Joseph Stevens & Company, Inc., the placement agent under the placement agent agreement dated as of November 6, 2001, between Atlantic and Joseph Stevens, for services rendered relating to the private placement of shares of our common stock.

The contents of the Registration Statement on Form SB-2 (Registration No. 333-82010) filed by Atlantic with the SEC on February 14, 2002, including the exhibits thereto, which was declared effective by the Commission on February 14, 2002, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 on Form SB-2 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 26, 2002.

ATLANTIC TECHNOLOGY VENTURES, INC.

By: /s/ Frederic P. Zotos

Name: Frederic P. Zotos
Title: President and Chief Executive Officer

By: /s/ Nicholas J. Rossettos

Name: Nicholas J. Rossettos
Title: Treasurer, Secretary and Chief Financial Officer

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

Signature	Title	Date
- - - - -	-----	-----
/s/ Frederic P. Zotos ----- Frederic P. Zotos	President and Chief Executive Officer	July 26, 2002
/s/ Nicholas J. Rossettos ----- Nicholas J. Rossettos	Treasurer, Secretary and Chief Financial Officer	July 26, 2002
* ----- Steve H. Kanzer	Director	July 26, 2002
* ----- Peter O. Kliem	Director	July 26, 2002
* ----- A. Joseph Rudick	Director	July 26, 2002
* ----- David Tanen	Director	July 26, 2002

* By: /s/ Frederic P. Zotos

Frederic P. Zotos
Attorney in Fact

Exhibit Index

Exhibit No.	Description
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5.1	Opinion of Kramer Levin Naftalis & Frankel LLP.
23.1	Consent of KPMG LLP.
23.2	Consent of Kramer Levin Naftalis & Frankel LLP (contained in the opinion filed as Exhibit 5.1 hereto).

KRAMER LEVIN NAFTALIS & FRANKEL LLP

919 THIRD AVENUE

NEW YORK, N.Y. 10022 - 3852

TEL (212) 715-9100
FAX (212) 715-8000

47, Avenue Hoche
75008 Paris
France

July 19, 2002

Atlantic Technology Ventures, Inc.
350 Fifth Avenue
Suite 5507
New York, New York 10118

Post-Effective Amendment No. 1 to
Registration Statement on Form SB-2

Ladies and Gentlemen:

We have acted as counsel to Atlantic Technology Ventures, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of Post-Effective Amendment No. 1 to the Registration Statement on Form SB-2 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission"), with respect to the registration for resale under the Securities Act of 1933, as amended (the "Act"), of an additional 833,331 shares of the Company's common stock, par value \$.001 per share (the "Shares"), issued by the Company to Joseph Stevens & Company, Inc., the placement agent under the placement agent agreement dated as of November 6, 2001, between the Company and Joseph Stevens, for services rendered relating to a private placement of shares of the Company's common stock.

In connection with the registration of the Shares, we have reviewed such documents and records as we have deemed necessary to enable us to express an opinion on the matters covered hereby. In rendering this opinion, we have (a) assumed (i) the genuineness of all signatures on all documents examined by us, (ii) the authenticity of all documents submitted to us as originals, and (iii) the conformity to original documents of all documents submitted to us as photostatic or conformed copies and the authenticity of the originals of such copies; and (b) relied (i) on certificates of public officials and (ii) as to matters of fact, statements and certificates of officers and representatives of the Company.

Based upon the foregoing, we are of the opinion that the Shares will, when sold, be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Kramer Levin Naftalis & Frankel LLP

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Atlantic Technology Ventures, Inc.:

We consent to the use of our report dated March 22, 2002, with respect to the consolidated balance sheets of Atlantic Technology Ventures, Inc. and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2001, and for the period from July 13, 1993 (inception) to December 31, 2001, incorporated herein by reference and to the reference to our firm under the heading "EXPERTS" in the prospectus.

Our report dated March 22, 2002 contains an explanatory paragraph that states that the Company has suffered recurring losses from operations and has limited liquid resources that raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

KPMG LLP

Short Hills, New Jersey
July 26, 2002