

Edgar Filing: PAYMENT DATA SYSTEMS INC - Form RW

PAYMENT DATA SYSTEMS INC
Form RW
June 04, 2004

June 4, 2004

U.S. Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Attn: Michael R. McCoy

Re: Payment Data Systems, Inc.
Withdrawal of Registration Statement on Form S-3
File No. 333-97869

Dear Mr. McCoy:

Pursuant to Rule 477(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), Payment Data Systems, Inc. (the "Registrant") hereby respectfully requests that the Securities and Exchange Commission consent to the withdrawal of its Registration Statement on Form S-3 (File No. 333-97869) originally filed on August 9, 2002, together with all -----
amendments and exhibits thereto (collectively, the "Prospectus").

The Prospectus covered the resale of a total of up to 4,146,154 shares of our common stock that may be issued pursuant to a convertible note and warrant that were issued to the selling security holder in exchange for a \$1.5 million investment.

The Registrant further requests that, pursuant to Rule 477(c), an order with the date of the granting of the withdrawal be included in the file for the aforementioned Prospectus in the following manner: "Withdrawn upon the request of the Registrant, the Commission consenting thereto."

Please forward copies of the order consenting to the withdrawal of the Prospectus to the undersigned at 12500 San Pedro, Suite 120, San Antonio, TX 78216 with a copy to Amy Trombly, Esq., 1163 Walnut Street, Suite 7, Newton, MA 02461. If you have any questions regarding this request, please call Ms. Amy Trombly at (617)243-0060.

Thank you for your assistance.

Very truly yours,

Payment Data Systems, Inc.

By: /s/ Michael R. Long

Michael R. Long
Chairman of the Board,
Chief Executive Officer and
Chief Financial Officer

