

# CREATIVE REALITIES, INC.

## FORM S-4MEF

(Registration pursuant to Securities Act Rule 462(b) of up to an additional 20% of securities for an offering that was registered on a Form S-4)

Filed 08/18/14

Address	55 BROADWAY 9TH FLOOR NEW YORK, NY 10006
Telephone	212-324-6660
CIK	0001356093
Symbol	CREX
SIC Code	7373 - Computer Integrated Systems Design
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-4**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**WIRELESS RONIN TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or Other Jurisdiction of  
Incorporation or Organization)

**541511**

(Primary Standard Industrial  
Classification Code Number)

**41-1967918**

(I.R.S. Employer  
Identification Number)

**5929 Baker Road, Suite 475  
Minnetonka, MN 55345  
(952) 564-3500**

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

**Scott W. Koller, President & Chief Executive Officer  
Wireless Ronin Technologies, Inc.  
5929 Baker Road, Suite 475  
Minnetonka, MN 55345  
(952) 564-3500**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

*Copies of Communications to:*

**Paul D. Chestovich  
Maslon Edelman Borman & Brand, LLP  
3300 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402  
(612) 672-8305**

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 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.  SEC File No. 333- 195278

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

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## CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee (3)
Common stock, \$0.01 par value per share	566,922	0.58	\$ 328,814.76	\$ 42.35

- (1) In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the Registration Statement on Form S-4 (File No. 333-195278), as amended, is hereby registered.
- (2) Pursuant to Rule 457(c) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed offering price per share is equal to \$0.58, the average of the bid and asked prices per share of common stock of Wireless Ronin Technologies, Inc., as reported on the OTC Markets (OTCQB) on August 15, 2014, within five business days prior to the filing of this registration statement.
- (3) The registration fee is calculated in accordance with Rule 457(a) of the Securities Act, based on the offering price of the additional securities.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE

We are filing this registration statement with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-4 (File No. 333-195278), originally filed by us with the Commission on April 15, 2014, and subsequently amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and exhibits. It is being filed for the sole purpose of registering an additional \$328,814.76 of securities pursuant to Rule 462(b), which amount does not represent more than 20% of the maximum aggregate offering price set forth for the securities in the "Calculation of Registration Fee" table in the registration statement on Form S-4 (File No. 333-195278), as amended.

The information in the registration statement on Form S-4 (File No. 333-195278), as amended by Pre-Effective Amendment Nos. 1 and 2 thereto, filed with the Commission, is incorporated by reference into this registration statement. The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

**(a) Exhibits** . All exhibits previously filed or incorporated by reference into the registrant's registration statement on Form S-4 (File No. 333-195278) are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
5	Opinion of Maslon Edelman Borman & Brand, LLP
23.1	Consent of Baker Tilly Virchow Krause, LLP
23.2	Consent of HJ & Associates, LLC
23.3	Consent of Maslon Edelman Borman & Brand, LLP (included in Exhibit 5)

**(b) Financial Statement Schedules** . None.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, Minnesota, on August 18, 2014.

WIRELESS RONIN TECHNOLOGIES, INC.

By: /s/ Scott Koller  
Scott Koller  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed, as of August 18, 2014, by the following persons in the capacities indicated below.

<u>Name</u>	<u>Title</u>
<u>/s/ Scott Koller</u> Scott Koller	Director, Chief Executive Officer and President (Principal Executive Officer)
<u>/s/ John Walpuck</u> John Walpuck	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Stephen F. Birke</u> Stephen F. Birke	Director
<u>/s/ Kent O. Lillemoe</u> Kent O. Lillemoe	Director
<u>/s/ Howard P. Liszt</u> Howard P. Liszt	Director
<u>/s/ Don Harris</u> Don Harris	Director

## EXHIBIT INDEX

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[MASLON EDELMAN BORMAN & BRAND, LLP LETTERHEAD]

August 18, 2014

Wireless Ronin Technologies, Inc.  
5929 Baker Road, Suite 475  
Minnetonka, MN 55345

Re: Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as counsel for Wireless Ronin Technologies, Inc., a Minnesota corporation (the "Company"), in connection with the Company's Registration Statement on Form S-4, as may be amended from time to time (the "Registration Statement"), under the Securities Act of 1933 in connection with the public offering of up to 566,922 shares of Common Stock, \$.01 par value per share, (the "Shares") to be issued by the Company upon the consummation of the transactions contemplated by that certain Merger Agreement dated March 5, 2014 (as amended on April 11, 2014, the "Merger Agreement") by and among the Company, Broadcast Acquisition Co. and Broadcast International, Inc.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued in accordance with the Merger Agreement and the Registration Statement, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the prospectus comprising a part of the Registration Statement. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ MASLON EDELMAN BORMAN & BRAND, LLP



## **BAKER TILLY**

Baker Tilly Virchow Krause, LLP  
225 S Sixth St, Ste 2300  
Minneapolis, MN 55402-4661  
tel 612 876 4500  
fax 612 238 8900  
bakertilly.com

### **CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-4 of Wireless Ronin Technologies, Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 11, 2014 included in the Registration Statement on Form S-4 of Wireless Ronin Technologies, Inc. (File No. 333-195278), which was declared effective on May 22, 2014 by the Securities Exchange Commission relating to the consolidated financial statements, which includes an explanatory paragraph relating to the Company's ability to continue as a going concern and to the reference to our firm under the caption "Experts" in the Registration Statement.

*/s/ Baker Tilly Virchow Krause, LLP*

Minneapolis, Minnesota  
August 18, 2014

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Form S-4 Registration Statement under Rule 462(b) to register additional securities as part of an earlier effective registration statement, SEC File No. 333-195278 of Wireless Ronin Technologies, Inc. of our report dated March 31, 2014, relating to our audit of the consolidated financial statements of Broadcast International, Inc. as of December 31, 2013 and 2012 and for the years then ended, appearing in the Prospectus, which is part of this Registration Statement.

We also consent to the reference to our firm under the caption "Experts" in such Prospectus.

/s/ HJ & Associates, LLC

HJ & Associates, LLC  
Salt Lake City, Utah  
August 18, 2014