

DERBY DEBORAH  
Form 4  
January 17, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DERBY DEBORAH

2. Issuer Name and Ticker or Trading Symbol  
CARROLS RESTAURANT GROUP, INC. [TAST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

14 BRAMS HILL DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MAHWAH, NJ 07430

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price       |
| Common Stock, \$0.01 par value  | 01/15/2019                           |  | A                              |   | 15,823  | A  | (1)                               | \$ 0<br>(1) |
|                                 |                                      |  |                                |   | 15,823  | D  |                                   |             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DERBY DEBORAH<br>14 BRAMS HILL DRIVE<br>MAHWAH, NJ 07430 | X             |           |         |       |

## Signatures

/s/ Deborah M. Derby  
01/17/2019  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares were granted to the Reporting Person pursuant to the Issuer's 2016 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. g-bottom:0in'>

Total

10,532,825

10,532,825

0

0

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- (1) Assumes that all shares held by selling stockholders that are being offered pursuant to this prospectus will be sold.
- (2) On March 1, 2004, the Company raised \$2,000,000 in a private placement of 80 shares of Series A Preferred Stock, \$.001 par value per share ("Preferred Stock"). Dividends on the Preferred Stock are payable semi-annually at a rate of 8% per annum, in cash or Common Stock, at the option of the Company. The Preferred Stock converts into Common Stock at a conversion rate of \$1.25 for each share of Common Stock. Purchasers of the Preferred Stock received Series A Warrants (so called herein) to purchase Common Stock at an exercise price of \$1.75 per share, expiring 90 days from the effective date of this registration statement, and Series B Warrants (so called herein) to purchase Common Stock at an exercise price of \$2.25 per share, expiring March 1, 2009. Certain agreements related to this financing are attached hereto as exhibits, and are incorporated herein by reference.

(3) Includes (i) 992,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 620,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 620,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

(4) On January 22, 2004, the Company raised \$4.0 million in a private placement with Laurus Master Fund, Ltd. ("Laurus"), by issuing Laurus two promissory notes--a secured convertible minimum borrowing note in the original principal amount of \$1.5 million (the "Convertible Note"), and a secured revolving note in the original principal amount of \$2.5 million (together, the "Notes"). The Notes earn interest at the prime rate plus 2.5%, are secured by all of the assets of the Company and its wholly-owned subsidiaries, and the Convertible Note can be converted into shares of Common Stock at a fixed conversion price of \$1.88 per share. Certain agreements related to this financing are attached hereto as exhibits, and are incorporated herein by reference.

(5) Includes (i) 1,498,595 shares representing a good faith estimate of the shares of Common Stock that could result from the conversion of the Convertible Note (including a certain number of shares of Common Stock that may be issued by the Company to pay interest on the Notes), based upon a fixed conversion price of \$1.88 per share, (ii) 200,000 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.32 per share, expiring January 22, 2011, (iii) 150,000 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.52 per share, expiring January 22, 2011, and (iv) 20,000 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.90 per share, expiring January 22, 2011.

(6) Includes (i) 800,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 500,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 500,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

(7) Includes (i) 384,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 240,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 240,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

(8) Includes (i) 10,000 shares of Common Stock underlying a warrant to purchase shares of Common Stock at an exercise price of \$.01 per share, expiring November 19, 2003, (ii) 167,555 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$1.88 per share, expiring January 22, 2011, (iii) 15,750 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.32 per share, expiring January 22, 2011, (iv) 11,812 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.52 per share, expiring January 22, 2011, (v) 1,574 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.90 per share, expiring January 22, 2011, (vi) 126,000 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$1.25 per share, expiring March 1, 2009, (vii) 126,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (viii) 126,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant. H.C. Wainwright & Co., Inc. ("H.C. Wainwright") has served as the Company's investment adviser, and placement agent on each of the financings described in footnotes (2) and (4) above.

(9) Includes 250,000 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.00 per share, expiring July 31, 2013. Rick J. O'Brien, our Senior Vice President, Chief Financial Officer, and Secretary, serves as the President of the general partner of this selling stockholder.

(10) Includes (i) 160,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 100,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 100,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

(11) Includes (i) 7,500 shares of Common Stock underlying a warrant to purchase shares of Common Stock at an exercise price of \$.01 per share, expiring November 19, 2003, (ii) 75,797 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$1.88 per share, expiring January 22, 2011, (iii) 7,125 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.32 per share, expiring January 22, 2011, (iv) 5,344 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.52 per share, expiring January 22, 2011, (v) 713 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$2.90 per share, expiring January 22, 2011, (vi) 57,000 shares underlying warrants to purchase shares of Common Stock at an exercise price of \$1.25 per share, expiring March 1, 2009, (vii) 57,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (viii) 57,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant. Both Mr. John Clarke and Mr. Scott Koch are managing directors of H.C. Wainwright & Co., Inc. (see footnote (8) above).

(12) Includes (i) 96,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 60,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 60,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

(13) Includes (i) 64,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 40,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 40,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

(14) Includes (i) 32,000 shares of Common Stock representing a good faith estimate of the shares that could result from the conversion of this stockholder's shares of Preferred Stock (including a certain number of shares of Common Stock that may be issued by the Company to pay dividends on this stockholder's shares of Preferred Stock), (ii) 20,000 shares of Common Stock that may be issued upon the exercise of this holder's Series A Warrant, and (iii) 20,000 shares of Common Stock that may be issued upon exercise of this holder's Series B Warrant.

#### PLAN OF DISTRIBUTION

The selling stockholders and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of Common Stock on any stock exchange, market, or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- through the settlement of short sales;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus. The selling security holder has the sole and absolute discretion not to accept any purchase offer or make any sale of shares if it deems the purchase price to be unsatisfactory at any particular time.

The selling stockholders may pledge their shares to their broker under the margin provisions of customer agreements. If the selling security holders default on a margin loan, the broker may, from time to time, offer and sell the pledged shares. Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved.

The selling stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

The selling security holders, alternatively, may sell all or any part of the shares offered in this prospectus through an underwriter. To our knowledge, no selling security holder has entered into any agreement with a prospective underwriter, and we cannot assure you as to whether any such agreement will be entered into. If the selling security holder informs us that it has entered into such an agreement or agreements, the relevant details will be set forth in a supplement or revisions to this prospectus.

The selling stockholders and any other persons participating in the sale or distribution of the shares offered under this prospectus will be subject to applicable provisions of the Exchange Act and the rules and regulations under that act, including Regulation M. These provisions may restrict activities of, and limit the timing of purchases and sales of any of the shares by, the selling security holders or any other such person. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and other activities with respect to those securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions. All of these limitations may affect the marketability of the shares.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room located at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public from the SEC's web site at <http://www.sec.gov>.

**INCORPORATION BY REFERENCE**

This prospectus is part of a registration statement we filed with the SEC. The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and later information filed with the SEC will update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until our offering is completed.

1. Our Annual Report on Form 10-KSB for the year ended December 31, 2003, filed March 30, 2004;
2. The description of our Common Stock contained in our registration statement on Form 8-A, filed June 11, 2003, including any amendments or reports filed for the purpose of updating such description;
3. A Current Report on Form 8-K, filed February 9, 2004;
4. A Current Report on Form 8-K, filed March 4, 2004; and
5. A Current Report on Form 8-K, filed March 30, 2004.

If you request, either in writing, or orally, a copy of any or all of the documents incorporated by reference, we will send to you the copies requested at no charge. You should direct requests for such copies to: Home Solutions of America, Inc., Attention: Corporate Secretary, 11850 Jones Road, Houston, Texas 77070, (281) 970-9859.

You should rely on the information incorporated by reference or provided in this prospectus or the prospectus supplement. We have authorized no one to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or the prospectus supplement is accurate as of any date other than the date on the front of the document.

LEGAL MATTERS

The validity of the issuance of the securities being offered hereby has been passed upon for us by J. Paul Caver, P.C. As of March 5, 2004, J. Paul Caver, the sole shareholder of J. Paul Caver, P.C., owned 37,000 shares of our Common Stock, and held an option to purchase 50,000 shares of our Common Stock at an exercise price of \$1.50 per share, expiring November 15, 2007.

**EXPERTS**

Our consolidated financial statements as of and for the two years ended December 31, 2003, appearing in our annual report on Form 10-KSB for the year ended December 31, 2003, have been audited by Corbin & Company, LLP, independent auditors, as set forth in their report included therein and incorporated herein by reference. These financial statements are incorporated herein by reference in reliance upon the report of Corbin & Company, LLP pertaining to such financial statements given upon the authority of such firm as experts in accounting and auditing.



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

**ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.**

The following table sets forth an itemized statement of all estimated expenses in connection with the issuance and distribution of the securities being registered:

|                                  |           |                  |
|----------------------------------|-----------|------------------|
| SEC Registration Fee.....        | \$        | 2,268.67         |
| Legal Fees and Expenses.....     |           | 10,000.00        |
| Accounting Fees and Expenses.... |           | 2,500.00         |
| Miscellaneous.....               |           | 1,000.00         |
| <b>TOTAL.....</b>                | <b>\$</b> | <b>15,768.67</b> |

The amounts set forth above, except for the SEC registration fee, is in each case estimated. The selling stockholders will not bear any of these expenses.

**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Section 145 of Delaware General Corporation Law (the "DGCL") allows for the indemnification of officers, directors, and other corporate agents in terms sufficiently broad to indemnify such persons under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article EIGHTH of our amended and restated certificate of incorporation and Article VIII of our bylaws authorize indemnification of our directors, officers, employees and other agents to the extent and under the circumstances permitted by the DGCL. We maintain liability insurance for the benefit of our directors and certain of our officers. Also, we have entered into individual indemnification agreements with each of our directors and executive officers.

The above discussion of the DGCL and of our amended and restated certificate of incorporation, bylaws and indemnification agreements is not intended to be exhaustive and is qualified in its entirety by such statutes, amended and restated certificate of incorporation, bylaws and indemnification agreements.

**ITEM 16. EXHIBITS.**

The following is a list of exhibits filed as part of this registration statement:

| <u>Exhibit No.</u> | <u>Identification Of Exhibit</u>   |
|--------------------|--|
| 2.1                | Third Amendment to Stock Purchase Agreement, effective December 31, 2003, between Home Solutions of America, Inc. and Jane C. Barber. (1)  |
| 3.1                | Certificate of Designation of the Relative Rights and Preferences of the Series A Convertible Preferred Stock of Home Solutions of America, Inc., as filed with the Secretary of State of Delaware on February 27, 2004. (1) |
| 5.1                | Opinion of J. Paul Caver, P.C. (1)   |
| 10.1               | Security Agreement, dated January 22, 2004, by and between Laurus Master Fund, Ltd. and Home Solutions of America, Inc. (1)  |

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- 10.2 Secured Convertible Minimum Borrowing Note, dated January 22, 2004, issued to Laurus Master Fund, Ltd. by Home Solutions of America, Inc. (1)
- 10.3 Minimum Borrowing Note Registration Rights Agreement, dated January 22, 2004, by and between Laurus Master Fund, Ltd. and Home Solutions of America, Inc. (1)
- 10.4 Common Stock Purchase Warrant to Purchase 370,000 Shares of Common Stock, issued by Home Solutions of America, Inc. to Laurus Master Fund, Ltd., dated January 22, 2004. (1)
- 10.5 Series A Convertible Preferred Stock Purchase Agreement, dated March 1, 2004, by and among Home Solutions of America, Inc. and the purchasers of Series A Convertible Preferred Stock. (1)
- 10.6 Registration Rights Agreement, dated March 1, 2004, by and among Home Solutions of America, Inc. and the purchasers of Series A Convertible Preferred Stock. (1)
- 10.7 Form of Series A Warrant to Purchase Shares of Common Stock of Home Solutions of America, Inc., as issued to the purchasers of Series A Convertible Preferred Stock. (1)
- 10.8 Form of Series B Warrant to Purchase Shares of Common Stock of Home Solutions of America, Inc., as issued to the purchasers of Series A Convertible Preferred Stock. (1)
- 23.1 Consent of Corbin & Company, LLP (2)
- 23.2 Consent of J. Paul Caver, P.C. (contained in opinion filed as Exhibit 5.1) (1)
- 24.1 Power of Attorney (1)

(1) Filed with this Registration Statement, File Number 333-113319, as originally filed.

(2) Filed herewith.

### ITEM 17. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

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PROVIDED, HOWEVER, That paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas on April 1, 2004.

**HOME SOLUTIONS OF AMERICA, INC.**

/S/ FRANK J. FRADELLA  
Frank J. Fradella  
Chairman and Chief Executive Officer

/S/ RICK J. O'BRIEN  
Rick J. O'Brien  
Senior Vice President, Chief Financial Officer, and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of April 1, 2004.

| <b>SIGNATURE</b>  | <b>TITLE</b>   | <b>DATE</b>   |
|---|--|---------------|
| <u>/S/ FRANK J. FRADELLA</u>  | Chairman of the Board and Chief Executive Officer (Principal Executive Officer)  | April 1, 2004 |
| <u>/S/ RICK J. O'BRIEN</u>  | Senior Vice President, Chief Financial Officer, and Secretary (Principal Financial Officer and Principal Accounting Officer) | April 1, 2004 |
| *<br>_____<br>Mark W. White   | Director   | April 1, 2004 |
| *<br>_____<br>Michael S. Chadwick                                   | Director   | April 1, 2004 |
| *<br>_____<br>Willard W. Kimbrell                                   | Director   | April 1, 2004 |
| * By: <u>RICK J. O'BRIEN</u><br>Rick J. O'Brien<br>Attorney-in-Fact |  |               |



EXHIBIT INDEX

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(1) Filed with this Registration Statement, File Number 333-113319, as originally filed.

(2) Filed herewith.