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RAPID LINK INC  
Form SB-2/A  
August 20, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 20, 2007

REGISTRATION STATEMENT NO. 333-145293

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

PRE-EFFECTIVE AMENDMENT NO. 1 TO

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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RAPID LINK, INCORPORATED  
(Name of small business issuer in its charter)

DELAWARE -----	4813 ----	75-2461665 -----
(State or other jurisdiction of jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

17383 SUNSET BOULEVARD, SUITE 350, LOS ANGELES, CA 90272	(310) 566-1700
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(Address of principal executive offices)	(Zip Code) Telephone number

John Jenkins  
Chief Executive Officer  
17383 Sunset Boulevard, Suite 350  
Los Angeles, California 90272  
(310) 566-1700  
(Name, address and telephone number of agent for service)

COPY TO:

Ryan Hong  
RICHARDSON & PATEL LLP  
10900 Wilshire Boulevard, Suite 500  
Los Angeles, California 90024  
(310) 208-1182

Approximate date of proposed sale to the public: From time to time after the effective date of this registration statement.

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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. [ ]

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

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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. [ ]

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

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 THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

The sole purpose of this Amendment is to amend the facing page of the Registration Statement to include the delaying amendment legend from Rule 473 of the Securities Act of 1933. Accordingly, this Amendment consists only of the facing page, this explanatory note and signature pages to this Registration Statement. The Prospectus, Financial Statements and Part II are otherwise unchanged and have been omitted.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Pre-Effective Amendment No. 1 to Form SB-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, California on August 20, 2007.

RAPID LINK, INCORPORATED  
(Registrant)

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John A. Jenkins  
Chairman of the Board  
and Chief Executive Officer

Date: August 20, 2007

POWER OF ATTORNEY

IN ACCORDANCE THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES AND ON THE DATES INDICATED:

NAME	TITLE	DATE
----- *	----- Chairman of the Board,	----- August 20, 2007

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----- John A. Jenkins	Chief Executive Officer, Secretary and Director (principal executive officer)	
/s/ Christopher J. Canfield ----- Christopher J. Canfield	President, Chief Financial Officer, Treasurer and Director (principal financial and principal accounting officer)	August 20, 2007
* ----- Lawrence J. Vierra	Director	August 20, 2007
* ----- David R. Hess	Director	August 20, 2007

\*By: /s/ Christopher J. Canfield  
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Christopher J. Canfield  
Attorney-in-fact