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

AMENDMENT NO. 6 TO
FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MEDICAL TRANSCRIPTION BILLING, CORP.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

7389
*(Primary Standard Industrial
Classification Code Number)*

22-3832302
*(I.R.S. Employer
Identification Number)*

**7 Clyde Road
Somerset, New Jersey 08873
(732) 873-5133**

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

**Mahmud Haq
Chief Executive Officer
7 Clyde Road
Somerset, New Jersey 08873
(732) 873-5133**

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

Copies of Communications to:

**Alison Newman, Esq.
Zev M. Bomrind, Esq.
Fox Rothschild LLP
100 Park Avenue
New York, New York 10017
(212) 878-7900**

**Mitchell S. Nussbaum, Esq.
Norwood P. Beveridge, Jr., Esq.
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
(212) 407-4000**

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.

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 (Do not check if a smaller reporting company)

Smaller reporting company

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 of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

[TABLE OF CONTENTS](#)

EXPLANATORY NOTE

This Amendment No. 6 to the Registration Statement on Form S-1 (File No. 333-192989) is being filed solely to file a revised Exhibit 5.1 and to reflect such filing in the Exhibit Index.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits and Financial Statement Schedule

(a) The exhibits to the Registration Statement are listed in the Exhibit Index attached hereto and are incorporated by reference herein.

[TABLE OF CONTENTS](#)

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 Somerset, State of New Jersey on July 9, 2014.

Medical Transcription Billing, Corp.

By: /s/ Mahmud Haq

Haq
Chairman of the Board
and Chief Executive Officer

Mahmud

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mahmud Haq, Bill Korn and Stephen A. Snyder, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their, his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mahmud Haq</u>	Chairman of the Board and Chief Executive Officer	July 9, 2014
<u>Haq</u> *	Chief Financial Officer (principal financial and accounting officer)	July 9, 2014
<u>Korn</u> *	President and Director	July 9, 2014
<u>Stephen A. Snyder</u> *	Director	July 9, 2014
<u>L. Clark, Jr.</u> *	Director	July 9, 2014
<u>Munter</u> *	Director	July 9, 2014
<u>N. Daly</u>	John	

* By: /s/Mahmud Haq
Mahmud Haq
Attorney-in-Fact

[TABLE OF CONTENTS](#)

EXHIBIT INDEX

- 1.1**** Form of Underwriting Agreement.
- 2.1** Asset Purchase Agreement, dated as of August 23, 2013, by and among Tekhealth Services, Inc., Professional Accounts Management, Inc. and Practice Development Strategies, Inc., CastleRock Solutions, Inc., Rob Ramoji, and Medical Transcription Billing, Corp.
- 2.2** Asset Purchase Agreement, dated as of August 23, 2013, by and among Ultimate Medical Management, Inc., Practicare Medical Management, Inc., James Antonacci and Medical Transcription Billing, Corp.
- 2.3**** Amended and Restated Asset Purchase Agreement, dated as of May 7, 2014, by and among Laboratory Billing Services Providers, LLC, Medical Data Resources Providers, LLC, Medical Billing Resources Providers, LLC, Primary Billing Service Providers, Inc. Omni Medical Billing Services, LLC, Marc Haberman, Z Capital, LLC, Medsoft Systems, LLC and Medical Transcription Billing, Corp.
- 2.4** Asset Purchase Agreement, dated as of June 27, 2013, by and among Metro Medical Management Services, Inc. and Medical Transcription Billing, Corp.
- 2.5*** Addendum to Asset Purchase Agreement dated as of March 5, 2014, by and among Tekhealth Services, Inc., Professional Accounts Management, Inc. and Practice Development Strategies, Inc., CastleRock Solutions, Inc., Rob Ramoji, and Medical Transcription Billing, Corp.
- 2.6*** Addendum to Asset Purchase Agreement dated as of March 21, 2014 by and among Ultimate Medical Management, Inc., Practicare Medical Management, Inc., James Antonacci and Medical Transcription Billing, Corp.
- 2.7† Addendum to Asset Purchase Agreement dated as of June 10, 2014, by and among Laboratory Billing Services Providers, LLC, Medical Data Resources Providers, LLC, Medical Billing Resources Providers, LLC, Primary Billing Service Providers, Inc. Omni Medical Billing Services, LLC, Marc Haberman, Z Capital, LLC, Medsoft Systems, LLC and Medical Transcription Billing, Corp.
- 2.8† Addendum to Asset Purchase Agreement dated as of June 10, 2014, by and among Tekhealth Services, Inc., Professional Accounts Management, Inc. and Practice Development Strategies, Inc., CastleRock Solutions, Inc., Rob Ramoji, and Medical Transcription Billing, Corp.
- 2.9† Addendum to Asset Purchase Agreement dated as of June 13, 2014 by and among Ultimate Medical Management, Inc., Practicare Medical Management, Inc., James Antonacci and Medical Transcription Billing, Corp.
- 2.10# Addendum to Asset Purchase Agreement dated as of July 3, 2014 by and among Ultimate Medical Management, Inc., Practicare Medical Management, Inc., James Antonacci and Medical Transcription Billing, Corp.
- 3.1† Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect and as corrected.
- 3.2*** By-laws of the Registrant, as currently in effect.
- 4.1**** Form of common stock certificate of the Registrant.
- 5.1 Opinion of Fox Rothschild LLP.
- 10.1**** Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.
- 10.2+*** 2014 Equity Incentive Plan.
- 10.3+*** Form of Restricted Stock Unit Agreement under 2014 Equity Incentive Plan.
- 10.4** Lease between Registrant and Mahmud Haq with respect to offices located at 7 Clyde Road, Somerset, NJ 08873.
- 10.5** Promissory Note in the principal amount of \$1,000,000 made by the Registrant in favor of Mahmud Haq, dated as of July 5, 2013.
- 10.6+*** Employment Agreement between Registrant and Mahmud Haq dated as of April 4, 2014
- 10.7+*** Employment Agreement between Registrant and Stephen Snyder dated as of April 4, 2014
- 10.8+*** Employment Agreement between Registrant and Bill Korn dated as of April 4, 2014
- 10.9**** Support letter from AAMD, LLC dated as of March 24, 2014
- 10.10***** Support letter from Mahmud Haq dated as of April 4, 2014
- 10.11**** Promissory Note in the principal amount of \$1,225,000 made by the Registrant in favor of Metro Medical Management Services, Inc., dated as of July 1, 2013
- 10.12**** Convertible Promissory Note in the principal amount of \$500,000 made by Registrant in favor of AAMD, LLC, dated September 23, 2013

TABLE OF CONTENTS

21.1** List of subsidiaries.
23.1# Consent of Deloitte & Touche LLP.
23.2# Consent of Deloitte & Touche LLP.
23.3# Consent of Rosenberg Rich Baker Berman and Company.
23.6 Consent of Fox Rothschild LLP (included as part of Exhibit 5.1).
23.7***** Consent to be named (Anne Busquet)
23.8***** Consent to be named (Alexander Tabibi, M.D.)
24.1 Power of Attorney (attached to the signature page to this Registration Statement on Form S-1).

- * To be filed by amendment.
** Previously filed as an exhibit to the Registration Statement on Form S-1 dated December 20, 2013
*** Previously filed as an exhibit to the Amendment No. 1 of the Registration Statement on Form S-1 dated April 7, 2014
**** Previously filed as an exhibit to Amendment No. 2 of the Registration Statement on Form S-1 dated May 7, 2014
***** Previously filed as an exhibit to Amendment No. 3 of the Registration Statement on Form S-1 dated May 30, 2014
† Previously filed as an exhibit to Amendment No. 4 of the Registration Statement on Form S-1 dated June 13, 2014
Previously filed as an exhibit to Amendment No. 5 of the Registration Statement on Form S-1 dated July 8, 2014
+ Indicates management contract or compensation

[Letterhead of Fox Rothschild LLP]

July 9, 2014

Medical Transcription Billing, Corp.
7 Clyde Road
Somerset, New Jersey 08873

Ladies and Gentlemen:

We have acted as counsel to Medical Transcription Billing, Corp., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"), of a Registration Statement on Form S-1 (the "Registration Statement"), relating to the offer and sale of up to 3,450,000 shares (including up to 450,000 shares issuable upon exercise of an option granted to the underwriters by the Company) (the "Shares") of common stock, \$.001 par value per share (the "Common Stock"), to be sold by the Company. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Registration Statement, to be entered by and among the Company and the underwriters (the "Underwriting Agreement").

As counsel to the Company, we have examined and relied upon originals or copies, authenticated or certified to our satisfaction, of all such corporate records of the Company, including the resolutions of the Company's board of directors and other records relating to the authorization, sale, and issuance of the Shares, communications or certifications of public officials, certificates of officers, directors and representatives of the Company and such other documents as we have deemed relevant and necessary as the basis of the opinions expressed herein. In making such examination, we have assumed the genuineness of all signatures, the authenticity of all documents tendered to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of the opinion that the Shares will be legally issued, fully paid and non-assessable when (i) the Registration Statement shall have become effective under the Act, (ii) the prospectus with respect to the Shares shall have been filed (or transmitted for filing) with the Commission pursuant to Rule 424(b) of the Act, and (iii) any required certificates representing the Shares shall have been duly executed, countersigned, registered and duly delivered to the purchasers thereof or a depositary acting on their behalf against payment of the agreed consideration therefor in accordance with the applicable underwriting, purchase or similar agreement.

In connection with our opinions expressed above, we have assumed that, at or prior to the time of the delivery of any Shares: (i) the Registration Statement will be effective and comply with all applicable laws at all times during which the Shares are offered and issued as contemplated by the Registration Statement; (ii) the definitive purchase, underwriting or similar agreement and any other necessary agreement or instrument with respect to any Common Stock offered or issued, including the Underwriting Agreement, will have been duly authorized and validly executed and delivered by the other parties thereto, and such agreements will be valid, binding and enforceable with respect to such other parties thereto; and (iii) there will not have occurred any change in law affecting the validity or enforceability of the Common Stock.

Our opinion herein is expressed solely with respect to the laws of the State of Delaware and is based on these laws as in effect on the date hereof.

This opinion letter has been prepared for your use in connection with the offer and sale of the Shares, speaks as of the date the Registration Statement is declared effective by the Securities and Exchange Commission, and we assume no obligation to advise you of any changes in the foregoing subsequent to that date.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus contained therein. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Fox Rothschild LLP