

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1/A**Pre-Effective  
Amendment No. 3REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**Stratus Media Group, Inc.**

(Exact name of registrant as specified in its charter)

Nevada

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

7900

*(Primary Standard Industrial  
Classification Code Number)*

86-0776876

*(I.R.S. Employer  
Identification No.)*3 East De La Guerra Street  
Santa Barbara, California 93101  
(805) 884-9977*(Address, including zip code and telephone  
number, including area code, of registrant's  
principal executive offices)*Paul H. Feller  
Stratus Media Group, Inc.  
3 East De La Guerra Street  
Santa Barbara, California 93101  
(805) 884-9977*(Name, address, including zip code and telephone  
number, including area code, of agent for service)***Copies to:**David L. Ficksman  
TroyGould PC  
1801 Century Park East, Suite 1600  
Los Angeles, California 90067**Approximate date of commencement of proposed sale to public:** From time to time after the effective date of this registration statement, as shall be determined by the selling stockholders identified herein.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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: o

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: o

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: o

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 o

Accelerated filer o

Non-accelerated filer o  
(Do not check if a smaller reporting  
company)Smaller reporting  
company

## **EXPLANATORY PARAGRAPH**

This Amendment No. 3 to Form S-1 is being filed solely to include Exhibit 5.1 which was erroneously omitted from the previous filing. No other changes apply. Therefore, only the cover page, signature page and Exhibit 5.1 are being filed.

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## 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, in Los Angeles, California, on February 13, 2012.

STRATUS MEDIA GROUP, INC.

By: /s/ Paul Feller

Paul Feller  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Paul Feller his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) promulgated under the Securities Act and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of the, 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 any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul Feller</u> Paul Feller	President, Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2012
<u>/s/ John Moynahan</u> John Moynahan	Chief Financial Officer (Principal Financial Officer)	February 13, 2012
<u>/s/ Charles Bearchell</u> Charles Bearchell	Chief Accounting Officer (Principal Accounting Officer)	February 13, 2012
<u>/s/ Glenn Golenberg</u> Glenn Golenberg	Director	February 13, 2012
<u>/s/ Randall Cross</u> Randall Cross	Director	February 13, 2012
<u>/s/ Michael Dunleavy, Sr.</u> Michael Dunleavy, Sr.	Director	February 13, 2012
<u>/s/ Jerry Rubinstein</u> Jerry Rubinstein	Director	February 13, 2012

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit Description</b>
3.1	Restated Articles of Incorporation of Titan (incorporated by reference from Form 10-SB (Film No. 98648988) filed by Titan with the Commission on June 16, 1998).
3.2	By-Laws of Titan as amended and restated on September 10, 1999 (incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K filed October 1, 1999).
4.16	Certificate of Designations of the Series C Convertible Preferred Stock (incorporated by reference to Exhibit 4.01 to the Company's Current Report on Form 8-K filed May 27, 2011).
4.17	Certificate of Designations of the Series D Convertible Preferred Stock (incorporated by reference to Exhibit 4.02 to the Company's Current Report on Form 8-K filed May 27, 2011).
4.18	Certificate of Designations of the Series E Convertible Preferred Stock (incorporated by reference to Exhibit 4.03 to the Company's Current Report on Form 8-K filed May 27, 2011).
5.1*	Opinion of TroyGould PC.
10.1	Amendment to Agreement and Plan of Merger between Pro Sports & Entertainment, Inc. and Feris International, Inc. dated March 10, 2008 (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 14, 2008).
10.2	Employment Agreement between Pro Sports & Entertainment, Inc. and Paul Feller dated January 1, 2007 (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 14, 2008).
10.3	Strategic Investment Agreement between Stratus Media Group, Inc. and ProElite, Inc. dated October 9, 2009 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed October 22, 2009).
10.4	Amendment to Strategic Investment Agreement between Stratus Media Group, Inc. and ProElite, Inc. dated January 11, 2010 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 26, 2010).
10.5 **	Employment Agreement between Stratus Media Group, Inc. and William Kelly dated February 22, 2010.
10.6	Employment Agreement between Stratus Media Group, Inc. and John Moynahan dated November 1, 2010. (Incorporated by reference to Exhibit 10.70 to the Company's Report on Form 10-K filed on April 26, 2011).
10.7	Securities Purchase Agreement dated May 24, 2011 among Stratus Media Group, Inc. and the Selling Stockholders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 27, 2011).
10.8	Security Agreement dated May 24, 2001 among Stratus Media Group, Inc., Pro Sports & Entertainment, Inc. and Stratus Rewards, LLC on one hand, and Isaac Blech as collateral agent on the other hand (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed May 27, 2011).
10.9	Letter Agreement dated June 13, 2011 between Stratus Media Group, Inc. and ProElite, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 20, 2011)
23.1 **	Consent of Independent Registered Public Accounting Firm.
23.2 **	Consent of Independent Registered Public Accounting Firm.
23.4*	Consent of TroyGould PC (included in Exhibit 5.1).

\* Filed herewith

\*\* Previously filed

**TroyGould PC**  
**1801 Century Park East, 16th Floor**  
**Los Angeles, California 90067**

February 10, 2012

Stratus Media Group, Inc.  
3 E. De La Guerra Street  
Santa Barbara, California 93101

Ladies and Gentlemen:

You have requested our opinion in connection with the filing by Stratus Media Group, Ltd., a Delaware corporation (the "Company"), of a Registration Statement on Form S-1/A – Amendment No. 2 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission"), including a related prospectus made part of the Registration Statement (the "Prospectus"), covering the offering by the selling stockholders identified in the Prospectus for resale of 3,500,000 shares (the "Common Shares") of common stock, par value \$0.001 per share of the Company ("Common Stock"); up to 10,945,000 shares (the "Conversion Shares") of Common Stock issuable upon conversion of the Company's Series E Preferred Stock; 5,437,500 shares of Common Stock issuable as payment of dividends on the Company's Series E Preferred Stock ("the Dividend Shares"); and up to 21,767,500 shares of Common Stock (the "Warrant Shares") that are issuable upon the exercise of outstanding warrants (the "Warrants").

In connection with this opinion, we have examined and relied upon the Registration Statement and the Prospectus, the Company's Certificate of Incorporation, as amended to date, the Company's Bylaws, as amended to date, the forms of the Warrants and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof.

The law covered by our opinion is limited to the applicable statutory provisions of the Nevada Revised Statutes of the State of Nevada (including applicable rules and regulations promulgated under the Nevada Revised Statutes and applicable reported judicial and regulatory determinations interpreting the Nevada Revised Statutes). We neither express nor imply any opinion (and we assume no responsibility) with respect to any other laws or the laws of any other jurisdiction or with respect to the application or effect of any such laws.

This opinion is provided to the Company and the Commission for their use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent.

Based upon the foregoing, and in reliance thereon, we are of the opinion that (i) the Common Shares have been validly issued, fully paid and nonassessable, (ii) the Conversion Shares, when issued pursuant to a proper conversion notice, will be validly issued, fully paid and nonassessable, (iii) the Dividend Shares, when issued pursuant to the terms of the Certificate of Designations of the Company's Series E Preferred Stock, will be validly issued, fully paid and nonassessable and (iv) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ TROYGOULD PC