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QUANTA CAPITAL HOLDINGS LTD Form 424B3 July 27, 2005 Filed Pursuant to Rule 424(b)(3) Registration Number 333-111535

PROSPECTUS SUPPLEMENT NO. 1 (To Prospectus dated June 30, 2005)

27,036,906 Common Shares

Quanta Capital Holdings Ltd.

This prospectus supplement relates to changes to the "Selling Shareholders" section of the prospectus dated June 30, 2005, with respect to the resale of 27,036,906 common shares by the selling shareholders named therein. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, dated June 30, 2005. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

Investing in our shares involves risks. See "Risk Factors" beginning on page 4 of the prospectus to read about the risks you should consider before buying our shares.

None of the Securities and Exchange Commission, any state securities regulators, the Registrar of Companies in Bermuda or the Bermuda Monetary Authority has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Awad Asset Management, Inc. transferred beneficial ownership of 600,000 of its common shares to Calvert New Vision Small Cap Fund and 30,000 of its common shares to Calvert Variable Series, Inc. Calvert Social Small Cap Growth. Accordingly, the number of common shares that may be offered and sold under the prospectus by Awad Asset Management, Inc. has been reduced to 390,000 common shares, and Calvert New Vision Small Cap Fund and Calvert Variable Series, Inc. Calvert Social Small Cap Growth are now selling shareholders eligible to sell up to 600,000 common shares and 30,000 common shares, respectively, under the prospectus.

The table of selling shareholders contained in the prospectus in the "Selling Shareholders" section is hereby amended as follows to reflect the information described above by (1) superceding the information with respect to the selling shareholder previously listed in the prospectus, and (2) adding the information below with respect to the selling shareholders not previously listed in the prospectus:

	Beneficial ownership prior to offering		Shares offered		ownership after ering ⁽¹⁾	
			pursuant to			
			this			
			prospectus			
			(maximum			
			number that			
		Percentage	may be		Percentage	
Selling Shareholders	Shares	of class ⁽²⁾	sold)	Shares	of class ⁽²⁾	
Previously Listed:						
Awad Asset Management, Inc. (3)	390,000	*	390,000			_

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Not Previously Listed:

Calvert New Vision Small Cap Fund ⁽⁴⁾	600,000	1.06%	600,000		
Calvert Variable Series, Inc. Calvert					
Social Small Cap Growth ⁽⁴⁾	30,000	*	30,000	_	
Total:			1,020,000		

^{*} Less than one percent (1%).

to purchase other shares, subsequent to the date as of which we obtained information regarding its holdings. Because the selling shareholders are not obligated to sell all or any portion of the common shares shown as offered by them, we cannot estimate the actual number of common shares (or actual percentage of the class) that will be held by any selling shareholder upon completion of the offering.

- (2) Calculated based on Rule13d–3(d)(i) of the Exchange Act, using 56,810,020 common shares outstanding as of June 17, 2005.
- (3) James Awad has voting and investment power over the shares that this selling shareholder beneficially owns. The selling shareholder is an affiliate of a broker–dealer, purchased the shares in the ordinary course of business and, at the time of the purchase, did not have any agreement or understanding, directly or indirectly, with any person to distribute the shares.
- (4) Calvert Asset Management Company, Inc., investment advisor to the fund, has sole voting power over the shares that this selling shareholder beneficially owns. Calvert Asset Management Company, Inc., investment advisor to the fund, and Renaissance Investment Management, investment subadvisor to the fund, share investment power over the shares that this selling shareholder beneficially owns. The date of this prospectus supplement is July 27, 2005

⁽¹⁾ Assumes that each named selling shareholder sells all of the common shares it holds that are covered by this prospectus supplement and neither acquires nor disposes of any other shares, or right