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

**Form AW
Withdrawal of Post-Effective**

**Amendment No. 2
to
FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

HSW International, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4899
(Primary Standard Industrial
Classification Code Number)

33-1135689
(I.R.S. Employer
Identification Number)

**One Capital City Plaza
3350 Peachtree Road, Suite 1600
Atlanta, Georgia 30326
(404) 926-0660**

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

**Henry N. Adorno
HSW International, Inc.
One Capital City Plaza
3350 Peachtree Road, Suite 1600
Atlanta, Georgia 30326
(404) 364-5823**

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

With copy to:

**Gerald L. Baxter, Esq.
Greenberg Traurig, LLP
The Forum
3290 Northside Parkway, Suite 400
Atlanta, GA 30327
(678) 553-2100**

EXPLANATORY NOTE:

We are filing Form AW in order to withdraw Post-Effective No. 2, dated April 1, 2009, as filed on April 2, 2009, with the Securities and Exchange Commission under Registration Statement No. 333-147339.

HSW International, Inc. (the "Company") respectfully requests the withdrawal of the filing dated April 1, 2009 made under Form S-1/A, as Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration Statement No. 333-147339). After discussions with the Staff, it is our understanding that the "flag" which was used for EDGAR identification purposes incorrectly identified the above-referenced Post-Effective Amendment No. 2 as a Pre-Effective Amendment (S-1/A), rather than a Post-Effective Amendment ("POSAM"). As discussed with the Staff, immediately following the filing of this Form AW, the Registrant will file Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-147339) with the proper EDGAR "flag" identifying it as a Post-Effective Amendment.

HSW International, Inc.

By: /s/ Henry N. Adomo

Name Henry N. Adomo
Title Vice Chairman and Principal Executive Officer