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PCS EDVENTURES COM INC  
Form 8-A12G/A  
October 08, 2002

U. S. Securities and Exchange Commission  
Washington, D. C. 20549

FORM 8-A/A1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

PCS EDVENTURES!.COM, INC.  
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(Exact name of registrant as specified in its charter)

IDAHO  
-----

(State or Other Jurisdiction of  
incorporation or organization)

82-0475383  
-----

(I.R.S. Employer I.D. No.)

1655 Fairview Avenue, Suite 100  
Boise, Idaho 83702  
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(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

None.

If this form relates to the registration of a class of securities  
pursuant to Section 12(b) of the Exchange Act and is effective pursuant to  
General Instruction A.(c), check the following box. [ ]

If this form relates to the registration of a class of securities  
pursuant to Section 12(g) of the Exchange Act and is effective pursuant to  
General Instruction A.(d), check the following box. [X]

Securities Act registration statement file number to which this form  
relates:

333-53458  
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Securities to be registered pursuant to Section 12(g) of the Act:

Common stock  
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(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

Common Stock.  
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Our authorized capital stock consists of 50,000,000 shares of no par  
value common stock. On June 30, 2002, there were 13,261,522 outstanding  
shares of our common stock. We filed a Form 8-A with the Securities and  
Exchange Commission on September 3, 2002. This amendment is filed for

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the sole purpose of correcting the par value per share, which had erroneously been listed as \$0.001 per share in that filing.

Holders of our common stock are entitled to one vote per share on all matters submitted to a vote of stockholders and may not cumulate votes for the election of directors. Common stock holders have the right to receive dividends when, as, and if declared by the Board of Directors from funds legally available therefor. Upon liquidation, holders of common stock are entitled to share pro rata in any assets available for the distribution to shareholders after payment of all obligations. Holders of common stock have no preemptive rights and have no rights to convert their common stock into any other securities.

Our Articles of Incorporation and Bylaws do not contain any provision that would delay, defer or prevent a change in the control of our company.

### Item 2. Exhibits.

The following Reports and/or Registration Statements have been filed by the Registrant, and are incorporated herein by reference:

Form Type -----	Filing Date -----
SB-2 (5/11/01)	01/10/01
10-KSB (3/31/01)	06/29/01
10-QSB (6/30/01)	08/13/01
10-QSB (9/30/01)	11/05/01
10-QSB (12/31/01)	02/19/02
10-KSB (3/31/02)	07/15/02
10-QSB (6/30/02)	08/12/02

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PCS EDVENTURES!.COM, INC.

Date: 10/7/02  
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/s/ Anthony A. Maher  
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Anthony A. Maher  
CEO, President and Chairman of the  
Board of Directors

Date: 10/7/02  
-----

/s/ Robert O. Grover  
-----

Robert O. Grover  
Executive Vice President, Chief  
Technology Officer

Date: 10/7/02  
-----

/s/ Christina M. Vaughn  
-----

Christina M. Vaughn

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Vice President, Chief Financial  
Officer

Date: 10/7/02  
-----

/s/ Donald J. Farley  
-----

Donald J. Farley  
Secretary and Director

Date: 10/7/02  
-----

/s/ Roy M. Svee  
-----

Roy M. Svee  
Treasurer and Director

Date: 10/7/02  
-----

/s/ Cecil D. Andrus  
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Cecil D. Andrus  
Director