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EDUCATIONAL VIDEO CONFERENCING INC

Form S-8

October 23, 2001

As filed with the Securities and Exchange Commission on October 23, 2001

Registration No.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

EDUCATIONAL VIDEO CONFERENCING, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

06-1488212  
(I.R.S. Employer Identification No.)

35 East Grassy Sprain Road, Suite 200  
Yonkers, New York 10710  
(914) 787-3500  
(Address of Principal Executive Offices)

2001 Non-Qualified Stock  
Option Plan  
(Full title of plan)

Dr. Arol I. Buntzman  
35 East Grassy Sprain Road, Suite 200  
Yonkers, New York 10710  
(914) 787-3500  
(Name and address and telephone number of agent for service)

Copies to:

Joseph D. Alperin, Esq.  
Fischbein.Badillo.Wagner.Harding  
909 Third Avenue  
New York, New York 10022  
(212) 826-2000

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
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Common Stock, \$.0001 par value.....	250,000 (1)	\$1.48 (2)	\$370,000 (2)
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(1) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also relates to such indeterminate number of additional shares of common stock as may be required to be issued upon exercise of options or warrants in the event of a stock dividend, stock split, recapitalization or similar event.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c), based upon the last sale price of \$1.48 on October 18, 2001 as reported by Nasdaq, and Rule 457(h) under the Securities Act of 1933.

EXPLANATORY NOTE

Pursuant to the Note to Part I of Form S-8 and Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"), the documents containing the information specified in Part I of Form S-8 are not included in this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Educational Video Conferencing, Inc. ("EVCI") with the Securities and Exchange Commission (the "Commission"), are hereby incorporated by reference in this Registration Statement:

- (1) EVCI's annual report on Form 10-KSB for its fiscal year ended December 31, 2000, as filed with the Commission on April 2, 2001, as amended by Form 10-KSB/A filed with the Commission on April 30, 2001.
- (2) EVCI's quarterly report on Form 10-QSB filed with the Commission on May 11, 2001.
- (3) EVCI's current report on Form 8-K filed with the Commission on July 16, 2001, as amended by Form 8-K/A filed with the Commission on September 13, 2001.
- (4) EVCI's quarterly report on Form 10-QSB filed with the Commission on August 20, 2001.
- (5) The description of EVCI's Common Stock contained in EVCI's Registration Statement (File No. 000-25371) on Form 8-A, as filed with the Commission on February 10, 1999 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which incorporates by reference the description of the Common Stock under the caption "Description of Capital Stock" in EVCI's Prospectus filed with the Commission on February 24, 1999 pursuant to Rule 424(b) under the Securities Act.

All documents filed by EVCI pursuant to Section 13(a), 13(c), 14 and

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15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

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Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

EVCI's certificate of incorporation and by-laws provide that EVCI will indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of EVCI or serves or served at the request of EVCI as a director, officer or employee of another corporation or entity.

EVCI has entered into agreements to indemnify its directors and officers, in addition to the indemnification provided for in EVCI's certificate of incorporation and by-laws. These agreements, among other things, indemnify EVCI's directors and officers for certain expenses (including advancing expenses for attorneys' fees), judgments, fines and settlement amounts incurred by any such person in any action or proceedings, including any action by or in the right of EVCI, arising out of such person's services as a director or officer of EVCI, any subsidiary of EVCI or any other company or enterprise to which the person provides services at the request of EVCI. In addition, EVCI has insurance providing indemnification for EVCI's directors and officers for certain liabilities. EVCI believes that these indemnification provisions and agreements and related insurance are necessary to attract and retain qualified directors and officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Nos.	Description of Exhibit
4.1	Educational Video Conferencing, Inc. 2001 Non-Qualified Stock Option Plan.
5	Opinion of Fischbein.Badillo.Wagner.Harding.
23.1	Consent of Goldstein Golub Kessler LLP.

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23.2 Consent of Fischbein.Badillo.Wagner.Harding (included in Exhibit 5).

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Item 9. Undertakings.

(a) The small business issuer will:

(i) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(ii) File a post effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Yonkers, State of New York, on the 23rd day of October, 2001.

EDUCATIONAL VIDEO CONFERENCING, INC.

By: /s/ Dr. Arol I. Buntzman
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Dr. Arol I. Buntzman, Chairman of
the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature Title Date
/s/ Dr. Arol I. Buntzman
----- Chairman of the Board and Chief October 23, 2001

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Dr. Arol I. Buntzman Executive Officer

/s/ Dr. John J. McGrath  
-----  
Dr. John J. McGrath President and Director October 23, 2001

/s/ Richard Goldenberg  
-----  
Richard Goldenberg Chief Financial Officer, Secretary and Director (Principal Financial and Accounting Officer) October 23, 2001

/s/ Royce N. Flippin, Jr.  
-----  
Royce N. Flippin, Jr. Director October 23, 2001

/s/ Philip M. Getter  
-----  
Philip M. Getter Director October 23, 2001

EXHIBIT INDEX

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