

NUCOTEC INC
Form S-8
July 03, 2003

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As filed with the Securities and Exchange Commission on July 3, 2003

Registration No. -

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Nucotec, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

94-3409645

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

Nucotec, Inc.
1080 S.E. 3rd Avenue
Ft. Lauderdale, Florida 33316
(954) 356-8111

(Address of Registrant's principal executive offices, including zip code)

2003 INCENTIVE AND NONSTATUTORY STOCK OPTION PLAN

(Full title of the Plan)

Transfer Online, Inc.
227 SW Pine Street, Suite 300
Portland, OR 97204
503.227.2950

(Name, address and telephone number of agent for service)

COPIES TO:

Lynne Bolduc, Esq.
OSWALD & YAP
16148 Sand Canyon Avenue
Irvine, California 92618

Approximate Date of Proposed Sale to the Public:
As soon as practicable after this Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|------------------------------------------------|-------------------------|-------------------------------------------|-------------------------------------------|----------------------------|
| Common Stock, \$0.001 Par Value ⁽¹⁾ | 5,000,000 | \$0.25 | \$1,250,000 | \$101.13 |

(1) Consists of 5,000,000 shares of common stock issuable under Company's 2003 Incentive and Nonstatutory Stock Option Plan.

(2) The registration fee is based upon the exercise price of the Shares calculated pursuant to Rule 457(h).

CROSS REFERENCE SHEET REQUIRED BY ITEM 501(b) OF REGULATION S-K

| Form S-8 Item Number and Caption | Caption in Prospectus |
|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| 1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus | Facing Page of Registration Statement and Cover Page of Prospectus |
| 2. Inside Front and Outside Back Cover Pages of Prospectus | Inside Cover Page of Prospectus and Outside Cover Page of Prospectus |
| 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges | Not Applicable |
| 4. Use of Proceeds | Not Applicable |
| 5. Determination of Offering Price | Not Applicable |
| 6. Dilution | Not Applicable |
| 7. Selling Security Holders | Sales by Selling Security Holder |
| 8. Plan of Distribution | Cover Page of Prospectus and Sales by Selling Security Holder |
| 9. Description of Securities to be Registered | Description of Securities |
| 10. Interests of Named Experts and Counsel | Legal Matters |
| 11. Material Changes | Not Applicable |
| 12. Incorporation of Certain Information by Reference | Incorporation of Certain Documents by Reference |
| 13. Disclosure of Commission Position on Indemnification for Securities Act Liabilities | Indemnification of Directors and Officers; Undertakings |

DATED: July 3, 2003

PART II

Item 3. *Incorporation of Documents by Reference.*

The Registrant incorporates the following documents by reference in the registration statement:

The Company's Annual Report on Form 10-KSB filed for the fiscal year ended December 31, 2002, the Company's Quarterly Report on Form 10-QSB filed for the quarter ended March 31, 2003, and the description of the Company's Common Stock contained in the Company's Form SB-2 dated September 10, 2002, and all amendments thereto.

All other documents filed in the future by Registrant after the date of this Registration Statement, under Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which deregisters the securities covered hereunder which remain 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.

Item 4. *Description of Securities.*

The class of securities to be offered is registered under Section 12(g) of the Securities Exchange Act of 1934, as amended. A description of the Registrant's securities is set forth in the Prospectus incorporated as a part of this Registration Statement.

Item 5. *Interests of Named Experts and Counsel*

None.

Item 6. *Indemnification of Officers and Directors*

The Company's Bylaws and the Nevada Corporation Law provide for indemnification of directors and officers against certain liabilities. Officers and directors of the Company are indemnified generally against expenses actually and reasonably incurred in connection with proceedings, whether civil or criminal, provided that it is determined that they acted in good faith, were not found guilty, and, in any criminal matter, had reasonable cause to believe that their conduct was not unlawful.

The Company's Certificate of Incorporation further provides that a director of the Company shall not be personally liable for monetary damages to the Company or its shareholders for breach of any fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the unlawful payments of dividends or stock redemption by the Company or (iv) for any transaction from which the director derives an improper personal benefit.

Item 7. *Exemption from Registration Claimed*

Not applicable.

Item 8. *Exhibits*

- 5 Opinion of Oswald & Yap, consent included, relating to the issuance of the shares of securities pursuant to the Plan
- 10.1 2003 Incentive and Nonstatutory Stock Option Plan, dated May 1, 2003
- 23.1 Consent of Oswald & Yap (contained in their opinion set forth as Exhibit 5)
- 23.2 Consent of Stonefield Josephson, Inc.

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PART II

Item 3. Incorporation of Documents by Reference.

Item 4. Description of Securities.

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Officers and Directors

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Item 8. Exhibits

Item 9. Undertakings

SIGNATURES