

CREATIVE COMPUTER APPLICATIONS INC
Form S-4/A
October 26, 2005

As filed with the Securities and Exchange Commission on October 26, 2005

Registration No. 333-128795

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

Under The Securities Act of 1933

CREATIVE COMPUTER APPLICATIONS, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

7373
(Standard Industrial
Classification Code No.)

95-3353465
(I.R.S. Employer
Identification No.)

26115-A Mureau Road

Calabasas, California 91302

(818) 880-6700

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

Steven M. Besbeck

President and Chief Executive Officer

Creative Computer Applications, Inc.

26115-A Mureau Road

Calabasas, California 91302

(818) 880-6700

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

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(818) 880-6700

Samuel G. Elliott
Chief Executive Officer
StorCOMM, Inc.
7 Corporate Plaza, 8649 Baypine Rd.
Jacksonville, Florida 32256
(888) 731-0731

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions set forth in the Agreement and Plan of Reorganization, dated as of August 16, 2005, described in the enclosed joint proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED OCTOBER 26, 2005

The information in this prospectus is not complete and may be changed. Creative Computer Applications, Inc. may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Dear Creative Computer Applications, Inc. and StorCOMM, Inc. shareholders:

We are pleased to report that the boards of directors of Creative Computer Applications (CCA) and StorCOMM, Inc. (StorCOMM) have each unanimously approved the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement) providing for a merger involving our two companies. Before we can complete the merger, we must obtain the approval of each of our company's shareholders. We are sending you this joint proxy statement/prospectus to ask you to vote in favor of the merger agreement, and various related matters.

Pursuant to the merger, CCA will acquire StorCOMM. StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the effective time of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). As a result of this exchange, StorCOMM shareholders will become CCA shareholders and StorCOMM will become a wholly owned subsidiary of CCA. StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger.

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger (referred to in this joint proxy statement/prospectus as assumed options) and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Simultaneously with the closing of the merger, CCA will sell in a private placement up to 1,500,000 shares of its common stock and warrants to purchase up to 300,000 shares of its common stock. The shares of common stock and warrants will be sold in units, with each unit consisting of a single share of CCA common stock and 1/5 of a warrant to purchase one share of CCA common stock. The price per unit will be \$2.00 for an aggregate purchase price of \$3 million.

Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock to the StorCOMM shareholders in the merger, on a fully diluted basis. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement.

CCA common stock trades on the American Stock Exchange under the symbol CAP. Following the merger, CCA expects to change its trading symbol to APY following approval of the corporate name

change to Aspyra, Inc., as described herein. On _____, 2005, the closing price of CCA common stock, as reported by the American Stock Exchange, was \$ _____. StorCOMM is a private company and there is currently no public market for its securities.

CCA is taking this opportunity to call and hold its 2005 annual meeting of shareholders. At the CCA annual meeting, CCA is submitting the merger-related proposals as well as several additional proposals for the consideration and approval of its shareholders. At the CCA annual meeting, shareholders will vote on the following issues: FIRST, the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, SECOND, the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement, THIRD, the amendment to CCA's Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOURTH, the adoption of the 2005 Equity Incentive Plan, FIFTH, the election of the director nominees named in this joint proxy statement/prospectus, SIXTH, the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and SEVENTH, the adjournment of the annual meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of the proposals.

StorCOMM has also scheduled a special meeting for its shareholders to vote on the merger-related proposals. At the StorCOMM special meeting, the shareholders will vote on the following issues: FIRST, the merger agreement and SECOND, the adjournment of the special meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of Proposal No. 1.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend your meeting, please take the time to vote by completing, signing, dating and returning the enclosed proxy card to us.

This document provides you with detailed information about the merger, the private placement, the non merger-related proposals of CCA and the meetings of CCA and StorCOMM. As described in the next few pages, you can also find more information about CCA from publicly available documents on file with the Securities and Exchange Commission.

We encourage you to read this entire joint proxy statement/prospectus carefully and we especially encourage you to read the section entitled Risk Factors beginning on page 15.

We enthusiastically support this combination, and we join with the members of our boards of directors in recommending that you vote **FOR** the merger agreement and the other proposals.

Bruce M. Miller
Chairman of the Board
Creative Computer Applications, Inc.

Samuel G. Elliott
Chief Executive Officer
StorCOMM, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Creative Computer Applications, Inc. common stock to be issued pursuant to the terms set forth in this joint proxy statement/prospectus or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2005 and is first being mailed to shareholders on or about _____, 2005.

CREATIVE COMPUTER APPLICATIONS, INC.

26115-A Mureau Road

Calabasas, CA 91302

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held November 21, 2005

To the Shareholders of
Creative Computer Applications, Inc.:

Notice is hereby given that the 2005 Annual Meeting of Shareholders of Creative Computer Applications, Inc. (CCA) will be held at CCA s offices at 26115-A Mureau Road, Calabasas, California 91302, on Monday, November 21, 2005, at 10:00 AM Pacific Time, for the following purposes:

- 1. Merger.** To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, Inc. (StorCOMM), CCA and Xymed.com, Inc., a Delaware corporation and wholly owned subsidiary of CCA, and the issuance and reservation for issuance of shares of CCA common stock to StorCOMM shareholders pursuant to the merger agreement.
- 2. Private Placement.** To approve the issuance and reservation for issuance of up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement.
- 3. Amendment to the Articles of Incorporation.** To approve the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc.
- 4. 2005 Equity Incentive Plan.** To approve the 2005 Equity Incentive Plan.
- 5. Election of Directors.** To elect six members of CCA s board of directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified.
- 6. Ratification of Appointment of Independent Registered Public Accounting Firm.** To ratify the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.
- 7. Adjournment.** To adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

In addition, the shareholders may transact any other business that properly may come before the annual meeting or any continuation, adjournment or postponement thereof.

While these proposals are being voted upon separately, each of the first two proposals must be approved in order for either of them to be implemented.

These proposals are more fully described in the accompanying joint proxy statement/prospectus, which we urge you to read very carefully. A copy of the merger agreement, the Common Stock and Warrant Purchase Agreement, the form of warrant, Registration Rights Agreement, the Amendment to the Articles of Incorporation and the 2005 Equity Incentive Plan are attached as Annex A, Annex B, Annex C, Annex D, Annex E and Annex G, respectively, to the joint proxy statement/prospectus.

Only CCA shareholders of record at the close of business on October 3, 2005, the record date, are entitled to notice of and to vote at the annual meeting or any adjournment or postponement of the annual meeting. A list of shareholders eligible to vote at the meeting will be available for your review during CCA s regular business hours at its headquarters in Calabasas, California for at least ten days prior to the annual meeting for any purpose related to the annual meeting.

The board of directors of CCA unanimously recommends that you vote FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement, FOR Proposal No. 3 for the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOR Proposal No. 4 for the 2005 Equity Incentive Plan, FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus, FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

Whether or not you plan to attend the annual meeting in person, to ensure that your shares are represented at the annual meeting, we encourage you to submit your proxy by mail in the enclosed postage-paid envelope. Returning your proxy does not deprive you of your right to attend the annual meeting and to vote your shares in person. You may revoke your proxy in the manner described in this joint proxy statement/prospectus at any time before it has been voted at the annual meeting.

By Order of the Board of Directors,

James R. Helms
Secretary

STORCOMM, INC.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
To Be Held November 18, 2005

To the Shareholders of StorCOMM, Inc.:

Notice is hereby given that the Special Meeting of StorCOMM, Inc. (*StorCOMM*) will be held at StorCOMM's offices at 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida on Friday, November 18, 2005, at 10:00 AM Eastern Time, for the following purposes:

- 1. Merger.** To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, Creative Computer Applications, Inc. (*CCA*) and Xymed.com, Inc. (*Xymed*), a Delaware corporation and wholly owned subsidiary of CCA, pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA.
- 2. Adjournment.** To adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

These proposals are more fully described in the accompanying joint proxy statement/prospectus, which we urge you to read very carefully. A copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus.

Only StorCOMM shareholders of record at the close of business on October 3, 2005, the record date, are entitled to notice of and to vote at the special meeting or any adjournment or postponement of the special meeting. A list of shareholders eligible to vote at the meeting will be available for your review during StorCOMM's regular business hours at its headquarters in Jacksonville, Florida for at least ten days prior to the special meeting for any purpose related to the special meeting.

The board of directors of StorCOMM unanimously recommends that you vote FOR Proposal No. 1 for the merger agreement pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA, and FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

Whether or not you plan to attend the special meeting in person, to ensure that your shares are represented at the special meeting, we encourage you to submit your proxy by mail in the enclosed postage-paid envelope. Returning your proxy does not deprive you of your right to attend the special meeting and to vote your shares in person. You may revoke your proxy in the manner described in this joint proxy statement/prospectus at any time before it has been voted at the special meeting.

By Order of the Board of Directors,

Samuel G. Elliott
Chief Executive Officer

Additional Information

This joint proxy statement/prospectus:

- Incorporates by reference important business and financial information about CCA that is not included in or delivered with this joint proxy statement/prospectus.
- Does not include some information included in the registration statement on Form S-4 filed with the Securities and Exchange Commission by CCA, of which this joint proxy statement/prospectus is a part, or information included in the exhibits to the registration statement.

This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this joint proxy statement/prospectus or filed as exhibits to the registration statement by requesting them in writing or by telephone from CCA at the following address and telephone number:

Creative Computer Applications, Inc.

**26115-A Mureau Road
Calabasas, California 91302
Attention: Investor Relations
(818) 880-6700**

In order for you to receive timely delivery of the documents in advance of the meetings, CCA should receive your request no later than November 14, 2005, which is five business days before the date of CCA's annual meeting.

See "Where You Can Find More Information" on page 166.

If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

For CCA shareholders:

Creative Computer Applications, Inc.

26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

For StorCOMM shareholders:

StorCOMM, Inc.

7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

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