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IMAGING TECHNOLOGIES CORP/CA  
Form S-8 POS  
May 29, 2001

As filed with the Securities and Exchange Commission on May 29, 2001  
Reg. No. 333-59922

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No.1  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

IMAGING TECHNOLOGIES CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

33-0021693  
(I.R.S. Employer  
identification No.)

15175 Innovation Drive  
San Diego, California 92128  
(858) 613-1300  
(Address of principal executive offices)

ADVISORY AND CONSULTING AGREEMENTS  
(Full title of plan)

Brian Bonar  
President  
15175 Innovation Drive  
San Diego, CA 92128  
(Name and address of agent for service)  
(858) 613-1300  
(Telephone number, including area code of agent for service)

Copy to:  
Owen Naccarato, Esq.  
19600 Fairchild, Suite 260  
Irvine, CA 92612  
(949) 300-2487

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share (1)	Proposed maximum Aggregate offering Price	Amount of Registration fee (2)

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Common Stock (\$ .005 par value)	10,700,000	.06	\$642,000	\$160.50
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- (1) Estimated solely for the purpose of determining the amount of registration fee and pursuant to Rules 457(c) and 457 (h) of the General Rules and Regulations under the Securities Act of 1993, 8,700,000 options for consultants based upon the exercise price at \$.06 per share.
- (2) Previously paid \$75.00

INTRODUCTORY STATEMENT

This Amended Registration Statement relates to shares of Imaging Technologies Corporation (the "Common Shares") issuable pursuant to certain advisory and consulting agreements which were previously reported in a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 5, 2001, file number 333-59922. This Amended Registration Statement is being filed to amend one consulting agreement. The total number of Common Shares issuable increase by 5,700,000.

PART II

INFORMATION REQUIRED IN THE AMENDED REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 previously filed by Imaging Technologies Corporation, with the Securities and Exchange Commission on May 5, 2001, file number 333-59922 are incorporated herein by reference and made a part hereof

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Item 8. Exhibits

INDEX TO EXHIBITS

Exhibit NO.	Description
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4.1	Advisory and Consulting Agreement, as amended
5.1	Opinion of Counsel, regarding the legality of the securities registered hereunder.
23.1	Consent of Independent Public Accountants.
23.2	Consent of Counsel (included as part of Exhibit 5.1)

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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

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requirements for filing a form S-8 and has duly caused this Amended Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on May 29, 2001.

Imaging Technologies Corporation

By /s/ Brian Bonar

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Brian Bonar, President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, and pursuant to the power of attorney granted the undersigned in the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 5, 2001, file number 333-59922, this Amended Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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/s/Brian Bonar ----- Brian Bonar	Chairman of the Board of Directors and Chief Executive Officer	May 29, 2001