

PUBLIC CO MANAGEMENT CORP  
Form S-8  
June 20, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Commission File Number 000-50098

**PUBLIC COMPANY MANGEMENT CORPORATION**

(Exact Name of Small Business Issuer as Specified in Its Charter)

**NEVADA**

(State or Other Jurisdiction of Incorporation or Organization)

**88-0493734**

(IRS Employer Identification No.)

**5770 El Camino Road, Las Vegas, NV 89118**

(Address of Principal Executive Offices)

**(712) 222-9076**

(Issuer's Telephone Number, Including Area Code)

**Stock Award Plan I**

(Full title of the plans)

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to be Registered</b> | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Share <sup>(1)</sup></b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---------------------------------------------|--------------------------------|-----------------------------------------------------------------|--------------------------------------------------|-----------------------------------|
| Common Stock, par value \$0.001 per share   | 350,000                        | \$1.43                                                          | \$500,500                                        | \$46.05                           |

\* Estimated solely for purposes of calculating the registration fee. Calculated in accordance with Rule 457(c) under the Securities Act of 1933 based upon the average of the bid and asked price of Common Stock of Public Company Management Corporation as reported on the OTCBB on June 2, 2005.

**PART I**

**Information Required in the Section 10(a) Prospectus**

Not Applicable

**Item 2. Registrant Information And Employee Plan Annual Information.**

Stephan Brock, 350,000 shares, as a bonus for closing the following contracts with new clients since December 2004:

o

**Nasutra, LLC**, a producer of all-natural herbal supplements.

o

**Spectrum Apparel, Inc.**, which designs, manufactures and sells women's undergarments based on patent-pending technology.

o

**Millennium Technology, Inc.**, which develops, manufactures and sells Magnetic Resonance Imaging systems.

o

**Magnate Equities, Corp.**, a real estate investment, redevelopment and management company.

o

**MilFin, Inc.**, which offers consumer loans to active, full-time military personnel.

o

**CC Glassco LLC**, parent company of The Glassman, Inc., a full-service glass company for commercial and residential uses.

o

**Supremacy Financial Corporation**, which uses patent-pending technology to help merchants prevent fraudulent transactions.

o

**Z Yachts, LLC**, the largest full-service brokerage company serving both recreational boaters and the \$36 billion dollar marine industry.

o

**Driver Link, Inc.**, a truckload motor carrier.

o

**Pro Travel Network, Inc.**, which provides tools, support systems and comprehensive training for independent home-based travel agents.

o

**FLC Properties, Inc.**, a real estate investment and management company.

o

**Systems Annex, LLC**, a technology company offering automation products and tech support.

o

**Sputnik, Inc.**, which provides a leading software platform for wireless networks and applications.

o

**Gourmet Express, Inc.**, gourmet pizza delivery service.

**PART II**

**Information Required in the Registration Statement**

**Item 3. Incorporation Of Certain Documents By Reference**

The following documents, filed with the Securities and Exchange Commission (the "Commission") by Public Company Management Corporation [f/k/a Myoffiz, Inc.], a Nevada corporation (the Company"), are incorporated herein by reference:

(a) The Company's Form 10K-SB filed by the Company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for the fiscal year ending 12-31-2004;

(b) The Forms 10-QSB quarterly reports of the Company for the quarter ended 3-31-2005 and all other reports of the Company filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year ended 12-31-2004; and

(c) All documents subsequently filed by the registrant pursuant to sections 13(a), 13(c), 14 and 15(d) of the Exchange Act during the effectiveness of this registration statement.

All documents incorporated by reference herein will be made available to all participants without charge, upon written or oral request. Other documents required to be delivered to participants pursuant to Rule 428(b)(1) under the Securities Act of 1933 are also available without charge, upon written or oral request. All requests for documents shall be directed to:

**5770 El Camino Road, Las Vegas, NV 89118**

(Address of Principal Executive Offices)

**(712) 222-9076**

(Issuer's Telephone Number, Including Area Code)

**Item 4. Description Of Securities.**

Not Applicable.

**Item 5. Interests Of Named Experts And Counsel.**

The shares registered herein are being issued to the principal of the Company for services provided to the Registrant. Neither the Registrant's Accountants nor any other experts named in the registration statement has any equity or other interest in the Registrant, except that Michael T. Williams, Esq., principal of Williams Law Group, P.A. owns 50,000 shares and is under various contracts to be issued an additional 200,000 shares of PCMC common.

**Item 6. Indemnification Of Directors And Officers.**

The Articles of Incorporation of the Company provide for the Indemnification of employees and officers in certain cases. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the company pursuant to the foregoing provisions, the company has been informed that in the opinion of the securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore not enforceable. At the present time, the Company does not have any officer-director liability insurance although permitted by Section 78.752 of the Nevada Revised Statutes, nor does the Company have indemnification agreements with any of its directors, officers, employees or agents.

In addition, Section 78.751 of the Nevada Revised Statutes provides as follows:

78.751 Indemnification of officers, directors, employees and agents; advance of expenses.

1. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

2. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon

application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.



3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 2, or in defense of any claim, issue or matter therein, he must be indemnified by the corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

4. Any indemnification under subsections 1 and 2, unless ordered by a court or advanced pursuant to subsection 5, must be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made: (a) By the stockholders; (b) By the board of directors by majority vote of a quorum consisting of directors who were not parties to act, suit or proceeding; (c) If a majority vote of a quorum consisting of directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel in a written opinion; or (d) If a quorum consisting of directors who were not parties to the act, suit or proceeding cannot to obtained, by independent legal counsel in a written opinion; or

5. The Articles of Incorporation, the Bylaws or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which corporate personnel other than the directors or officers may be entitled under any contract or otherwise by law.

6. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this section: (a) Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to subsection 2 or for the advancement of expenses made pursuant to subsection 5, may not be made to or on behalf of any director or officer if a final adjudication establishes that his act or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. (b) Continues for a person who has ceased to be a director, officer, employee or agent and endures to the benefit of the heirs, executors and administrators of such a person. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

4.1 - Stock Award Plan I

5.1 - Opinion of the Law Offices of Williams Law Group, P.A.

23.1 - Consent of the Law Offices of Williams Law Group, P.A.

(included in Exhibit 5.1)

23.2 - Consent of Malone & Bailey, PLLC

**Item 9. Undertakings.**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously

disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than payment by the Company of expenses paid or incurred by a director, officer or controlling person of the Company in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Las Vegas NV, on this June 20, 2005.

Public Company Management Corporation

By: /s/ Stephen Brock

Stephen Brock, President