

SYNERGY TECHNOLOGIES CORP
 Form S-8
 May 30, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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

Synergy Technologies Corporation

 (Exact name of Registrant as specified in its charter)

Colorado

84-1379164

 (State or other jurisdiction of
 incorporation or organization)

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

1689 Hawthorne Drive, Conroe, Texas, 77301-3284

 (Address of principal executive offices) (Zip Code)

Agreement between the Registrant and Ruffa & Ruffa, P.C. providing for the
 payment of compensation in 90,627 shares of Common Stock
 (Full Title of the Plan)

William P. Ruffa, Esq.
 Ruffa & Ruffa, PC
 150 East 58th Street
 New York, New York 10155
 (212) 355-0606

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

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offeri price |
|---|----------------------------|---|---|
| Common stock, par value \$.002 per share | 90,627 | \$0.60 (2) | \$54,376.20 (2) |

- (1) The maximum number of shares of common stock includes shares issued as consideration for services rendered pursuant to the terms of an agreement which are being registered under this Registration Statement and for which a registration fee is being paid.
- (2) Calculated pursuant to Rule 457(c), based on the closing bid price (\$.60 per share) of Registrant's common stock on the Over-the-Counter Bulletin Board on May 17, 2002 (a date within five business days prior to filing this Registration Statement).
- (3) Paid by electronic transfer.

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This Registration Statement shall become effective automatically upon the date of filing, in accordance with Section 8(a) of the Securities Act of 1933 ("1933 Act") and Rule 462 of the 1933 Act.

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

Synergy Technologies Corporation (the "Registrant" or the "Company") is subject to the informational requirements of the Securities Exchange Act of 1934 (the "1934 Act") and, accordingly, files periodic reports and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information concerning the Company filed with the Commission may be inspected and copies may be obtained (at prescribed rates) at the Commission's Public Reference Section, Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549.

The following documents filed by the Company are incorporated in this Registration Statement by reference:

- (a) The Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2001, as filed with the Commission;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the 1934 Act since December 31, 2001, the end of the Registrant's last fiscal year.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered 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.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of common stock registered in this Registration Statement has been passed upon for the Registrant by Ruffa & Ruffa, P.C., whose opinion is attached hereto as Exhibit 5.1. The Registrant has issued 45,314 shares of common stock to William Ruffa and 45,313 shares of common stock to William P. Ruffa, Jr. officers of Ruffa & Ruffa, P.C., as partial payment for legal services rendered.

Item 6. Indemnification of Directors and Officers.

Sections 7-109-102 and 7-109-107 of the Colorado General Corporate Law provide that a corporation may indemnify directors and officers, as well as employees, fiduciaries and agents, against reasonable expenses actually incurred by any such person in connection with any proceeding in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the Registrant. The Colorado General Corporate Law

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provides that Section 7-109-107 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, general or specific action of the board of directors or shareholders or by contract. Article X of the Registrant's Articles of Incorporation and Article V of the Registrant's Bylaws provide for indemnification by the Registrant of its directors, officers, employees, fiduciaries and agents to the fullest extent permitted by the Colorado General Corporate Law.

The Registrant has not, as of this time, obtained any directors' and/or officers' insurance providing for indemnification of the Registrant's directors, officers and/or employees for certain liabilities, but it expects to do so in the future.

The Registrant has not entered into any indemnification agreements with any of its current or past directors or officers providing for indemnification under certain circumstances for acts and omissions which may not be covered by any directors' and officers' liability insurance.

Item 7. Exemption from Registration Claimed.

Not Applicable

Item 8. Exhibits.

For a list of all exhibits filed or included as part of this Registration Statement, see "Index to Exhibits" at the end of this Registration Statement.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required by those paragraphs to be included in a post-effective amendment is contained in periodic reports filed or furnished by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

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(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

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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 Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this 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 the Securities Act of 1933 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 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 Act and will be governed by the final adjudication of such issue.

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 Calgary in the Province of Alberta, Canada, on May 23, 2002.

SYNERGY TECHNOLOGIES CORPORATION

By: /s/ Barry Coffey

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Barry Coffey, President
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of Synergy Technologies Corporation (the "Company"), do hereby severally constitute and appoint Barry Coffey as our true and lawful attorney and agent, to do any and all things and acts in our names in the capacities indicated below and to execute any and all instruments for us and in our names in the capacities indicated below which said Barry Coffey may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-8 relating to the offering of the Company's Common Stock, including specifically, but not limited to, power and authority to sign, for any of us in our names in the capacities indicated below, the Registration Statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Barry Coffey shall do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated as of the date indicated.

| Name ----- | Title ----- | Date ----- |
|---|--------------------------------------|---------------|
| /s/ Barry J. Coffey ----- Barry J. Coffey | President and Director | May 23, 2002 |
| /s/ Thomas E. Cooley ----- Thomas E. Cooley | Chief Operating Officer and Director | May 23, 2002 |
| /s/ Cameron Haworth ----- Cameron Haworth | President and Director | May 23, 2002 |
| /s/ James Shone ----- James Shone | Director | May 23, 2002 |
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| /s/ James E. Neilson ----- James E. Nielson | Director | May 23, 2002 |
| /s/ Duane F. Baumert ----- Duane F. Baumert | Director | May 23, 2002 |

INDEX TO EXHIBITS

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 5.1 | Opinion of Ruffa & Ruffa, P.C. as to the validity of the Common Stock being registered |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Ruffa & Ruffa, P.C. (contained in Exhibit 5, above). |
| 24 | Reference is made to the Signatures section of this Registration Statement for the Power of Attorney contained therein |

