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AMERICAN COMMERCE SOLUTIONS

Form S-8 POS

January 03, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

AMERICAN COMMERCE SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware	3559	05-0460102
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

1400 Chamber Drive, Bartow, Florida 33830; (863) 533-0326
(Address and telephone number of Registrant's principal executive offices and
principal place of business)

AMENDED EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004
AMENDED NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK PLAN FOR THE YEAR
2004
(Full title of the Plans)

Daniel L. Hefner, 1400 Chamber Drive, Bartow, Florida 33830
(Name and address of agent for service)

(863) 533-0326
(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE

AMENDMENT NO. 1
TO
AMERICAN COMMERCE SOLUTIONS, INC.
EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004
NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK PLAN
FOR THE YEAR 2004

On August 10, 2004, we filed with the Securities and Exchange Commission (SEC) a Registration Statement No. 333-118094 on Form S-8, pertaining to our Employee Stock Incentive Plan for the Year 2004 and our Non-Employee Directors and Consultants Retainer Stock Plan for the Year 2004. This Post-Effective Amendment No. 1 to our Form S-8 No. 333-118094 is being filed pursuant to Instruction E to Form S-8 to:

- Report that the Compensation Committee of the Company's Board, acting in its discretion, and pursuant to Paragraph 11 of the Non-Employee Directors and Consultants Retainer Stock Plan for the Year 2004, has increased the number of shares available for issuance under the Non-Employee Directors and Consultants Retainer Stock Plan for the Year 2004 by 7,000,000 shares, while correspondingly decreasing the number of shares available for issuance under the Employee Stock Incentive Plan for the Year 2004 by 7,000,000 shares. The number of shares available for issuance under the

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Company's Amended Employee Stock Incentive Plan for the Year 2004 is 13,000,000, and the number of shares available for issuance under the Company's Amended Non-Employee Directors and Consultants Retainer Stock Plan for the Year 2004 is 27,000,000.

Except as described above, and the current date of December 30, 2004, no other changes have been made to our Form S-8 Registration Statement No. 333-118094. For Items not modified herein, reference should be made to our Registration Statement No. 333-118094 on Form S-8 as filed with the SEC on August 10, 2004. The filing of this Post-Effective Amendment No. 1 is not an admission that our Registration Statement No. 333-118094 on Form S-8, when filed, knowingly included any untrue statement of a material fact or omitted to state a material fact necessary to make the statements made therein not misleading.

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 Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bartow, Florida on December 30, 2004.

AMERICAN COMMERCE SOLUTIONS, INC.

By /s/Daniel L. Hefner

Daniel L. Hefner, President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 3 columns: Signature, Title, Date. Rows include Daniel L. Hefner (President, Chief Executive Officer and Director), Robert E. Maxwell (Chairman of the Board of Directors), and Frank D. Puissegur (Chief Financial Officer and Director), all dated December 30, 2004.

EXHIBIT INDEX

Table with 2 columns: EXHIBIT NO., DESCRIPTION. Row 1: 5, Opinion Re: Legality

23.1

Consent of Counsel