

SUITE 101 COM INC
Form S-8
August 16, 2001

As Filed with the Securities and Exchange Commission on August 16, 2001
Registration No. 333-_____

Securities and Exchange Commission

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

Suite101.com, Inc.

(Exact Name of Registrant as specified in its Charter)

Delaware

33-0464753

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification Number)

**1122 Mainland Street, Suite 210, Vancouver, British Columbia, Canada V6B 5L1
(604) 682-1400**

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

1998 Stock Incentive Plan

(Full Title of Plan)

**Peter L. Bradshaw, President
Suite101.com, Inc.**

**1122 Mainland Street, Suite 210, Vancouver, British Columbia V6B 5L1
(604) 682-1400**

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

With a Copy to:

**William S. Clarke, Esquire
William S. Clarke, P.A.**

457 North Harrison Street, Suite 103, Princeton, New Jersey 08540

Calculation of Registration Fee

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--------------------------------|---|--|-----------------------------------|
| Common Stock, \$.001 par value | 722,584 | \$ 0.22(1) | \$ 158,969 | \$ 39.75 |
| Common Stock, \$.001 par value 777,416\$0.25(2)\$194,354\$48.60 | | | | |
| | Total | | | \$88.35 |

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- (1) Estimated solely for the purpose of calculating the Registration Fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, based upon the average of the closing bid and asked prices of the Common Stock in the over-the-counter market on August 10, 2001.
- (2) Pursuant to Rule 457(h), based on the price at which such options may be exercised.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to the registration of 1,500,000 shares of common stock issuable on exercise of options granted and to be granted under the 1998 Stock Incentive Plan (the Plan) to selected employees, non-employee members of the Board of Directors, and consultants or other independent advisors who provide services to Suite101.com, Inc., a Delaware corporation (the Company).

On June 4, 2001, the shareholders of the Company approved the adoption of an amendment to the Plan increasing the number of shares reserved for the grant of options from 2,400,000 to 3,900,000. At June 4, 2001, the Company had granted options with respect to 777,416 shares the exercise of which was conditioned on shareholder approval of the amendment of the Plan. This registration statement is filed pursuant to paragraph E of the General Instructions to Form S-8 to register additional securities of the same class as other securities for which a registration statement has been filed on Form S-8 relating to the Plan.

The contents of the Company s registration statements on Form S-8 (File Nos. 333-74245 and 333-39450) filed with the Securities and Exchange Commission on March 11, 1999 and June 16, 2000, respectively, are incorporated by reference.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Vancouver, Province of British Columbia, Canada on the 15th day of August, 2001.

Suite101.com, Inc.

By: /s/ Peter L. Bradshaw

Peter L. Bradshaw, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Peter L. Bradshaw
Peter L. Bradshaw

Director, President and Chief Executive
Officer (Principal Executive Officer)

August 15, 2001

August 15, 2001

| | | |
|---|--|-----------------|
| <u>/s/ Cara Williams</u> Cara Williams | Vice President Finance (Principal Financial and Accounting Officer) | |
| <u>/s/ Julie M. Bradshaw</u> Julie M. Bradshaw | Director | August 15, 2001 |
| <u>/s/ Mitch Blumberg</u> Mitch Blumberg | Director | August 15, 2001 |
| <u>/s/ Alfred J. Puchala, Jr.</u> Alfred J. Puchala, Jr. | Director | August 15, 2001 |

Suite101.com, Inc.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned directors and officers of Suite101.com, Inc., a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933, as amended (the Securities Act), hereby constitutes and appoints Peter L. Bradshaw and Julie M. Bradshaw, and each of them, the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any or all amendments, including post-effective amendments, to the Registration Statement, including a Prospectus or an amended Prospectus therein and any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully 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 by the following persons in the capacities and on the dates indicated.

| | | |
|---|--|-----------------|
| <u>/s/ Peter L. Bradshaw</u> Peter L. Bradshaw | Director, President and Chief Executive Officer (Principal Executive Officer) | August 15, 2001 |
| <u>/s/ Cara Williams</u> Cara Williams | Vice President Finance (Principal Financial and Accounting Officer) | August 15, 2001 |
| <u>/s/ Julie M. Bradshaw</u> Julie M. Bradshaw | Director | August 15, 2001 |
| <u>/s/ Mitch Blumberg</u> Mitch Blumberg | Director | August 15, 2001 |
| <u>/s/ Alfred J. Puchala, Jr.</u> Alfred J. Puchala, Jr. | Director | August 15, 2001 |

Suite101.com, Inc.

REGISTRATION STATEMENT ON FORM S-8

Index to Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | 1998 Stock Incentive Plan* |
| 5.1 | Opinion of William S. Clarke, P.A. |
| 23.1 | Consent of N.I. Cameron Inc., Chartered Accountants |
| 23.2 | Consent of William S. Clarke, P.A. (included in Exhibit 5.1). |

* Incorporated by reference to the Registrant's registration statement on Form S-8 (File No. 333-74245).