

GREENLAND CORP

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/17/00

Address	1935 AVENIDA DEL ORO SUITE D OCEANSIDE, CA, 92056
Telephone	6194584226
CIK	0000852127
SIC Code	6799 - Investors, Not Elsewhere Classified
Industry	Corporate Financial Services
Sector	Financials
Fiscal Year	12/31

GREENLAND CORP

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/17/2000

Address	1935 AVENIDA DEL ORO SUITE D OCEANSIDE, California 92056
Telephone	619-458-4226
CIK	0000852127
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8

Registration Statement
Under the Securities Act of 1933

GREENLAND CORPORATION

(Exact Name of Registrant as Specified in its Charter)

NEVADA
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

87-0439051
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

1935 AVENIDA DEL ORO, SUITE D
OCEANSIDE, CA 92056
(ADDRESS AND ZIP CODE OF PRINCIPAL EXECUTIVE OFFICES)

EMPLOYEE COMPENSATION & CONSULTING SERVICES
(FULL TITLE OF THE PLAN)

GENE CROSS, 1935 AVENIDA DEL ORO, SUITE D, OCEANSIDE, CA 92056
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(760) 414-9941
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE OF AGENT FOR SERVICE)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount To be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
----- Common Stock	2,395,540	\$0.13	\$ 311,420.00	\$82.21

(1) Calculated pursuant to rule 457(h).

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company's Annual Report on Form 10-KSB for the year ended December 31, 1999, Form 10-KSB for year ended December 31, 1999, Form 10-QSB for the quarters ended March 31, 2000, and June 30, 2000, Definitive Proxy 14A filed May 1, 2000 and supplemented on July 27, 2000 and the Greenland Corporation 1999 Stock Option Plan approved by shareholders on August 1999 under the Securities Exchange Act of 1934 are hereby incorporated by reference.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date hereof and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which de-registers all securities covered hereby then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents, except as to any portion of any future Annual or Quarterly Report to Stockholders which is deemed to be modified or superseded for purposes of this Registration Statement of the extent that such statement is replaced or modified by a statement contained in this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Securities are registered under Section 12 of the Exchange Act

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL

Does not Apply

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS:

Section 78.751, as amended, of the General Corporation Laws of Nevada (the "Act") provides that a corporation may indemnify a director or officer of the corporation and to purchase and maintain liability insurance for those persons as, and to the extent permitted by the Act.

The by-laws of the Company contain provisions indemnifying its directors and officers to the extent permitted by 78.751, as amended, of the General Corporation Laws of Nevada (the "Act"), as amended from time to time.

The Company's Certificate of Incorporation limits directors' liability for monetary damages for breaches of their duties of care owed the Company to the fullest extent permitted by Nevada law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Does Not Apply

ITEM 8. EXHIBITS

The following is a list of exhibits filed as part of the Registration Statement:

- 5.1 Opinion of Thomas Beener, Esquire
- 23.1 Consent of Levitz, Zacks & Ciceric, CPAs

ITEM 9. UNDERTAKINGS

The undersigned hereby undertakes:

- (1)(a) 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 the 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 the registration statement;

(iii) 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;

Provided, however, that paragraphs (1)(a)(i) and (1)(a)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(b) 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.

(c) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(2) 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.

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
5.1	Opinion of Thomas Beener, Esquire
23.1	Consent of Levitz, Zacks & Ciceric, CPAs

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 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 Oceanside, State of California, on the 16th day of October 2000.

GREENLAND CORPORATION

By: */s/ Gene Cross*

GENE CROSS, Chief Financial Officer

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

October 16, 2000

/s/ GENE CROSS

Gene Cross
Chief Financial Officer

Exhibit 5.1

**THOMAS BEENER
ATTORNEY AT LAW**

October 16, 2000

Mr. Gene Cross
Chief Financial Officer
Greenland Corporation
1935 Avenida Del Oro, Suite D
San Diego, CA 92056

**Re: LEGAL OPINION FOR GREENLAND CORPORATION
S-8 REGISTRATION STATEMENT**

Dear Mr. Cross:

At your request, I have examined the form of Registration Statement No. 333-_____ which Greenland Corporation (the "Company") is filing with the Securities and Exchange Commission, on Form S-8 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of shares of your Common Stock (the "Stock") issuable pursuant to an Employee Stock Purchase Plan and various Agreements for Consulting Services (collectively the "Agreements").

In rendering the following opinion, I have examined and relied only upon the documents and certificates of officers and directors of the Company as are specifically described below. In my examination, I have assumed the genuineness of all signatures, the authenticity, accuracy and completeness of the documents submitted to me as originals, and the conformity with the original documents of all documents submitted to me as copies. My examination was limited to the following documents and no others:

1. Certificate of Incorporation of the Company, as amended to date;
2. Bylaws of the Company, as amended to date;
3. Resolutions adopted by the Board of Directors of the Company authorizing the issuance of the Stock pursuant to the Agreements.
4. The Registration Statement.
5. The Agreements.

I have not undertaken, nor do I intend to undertake, any independent investigation beyond such documents and records, or to verify the adequacy or accuracy of such documents and records.

Based on the foregoing, it is my opinion that the Stock to be issued under the Agreements, subject to effectiveness of the Registration Statement and compliance with applicable blue sky laws, and execution of the Agreements in the form referred to herein, when issued pursuant to the Agreements, will be duly and validly authorized, fully paid and non-assessable.

I express no opinion as to compliance with the securities or "blue sky" laws of any state in which the Stock is proposed to be offered and sold or as to the effect, if any, which non-compliance with such laws might have on the validity of issuance of the Stock.

I consent to the filing of this opinion as an exhibit to any filing made with the Securities and Exchange Commission or under any state or other jurisdiction's securities act for the purpose of registering, qualifying or establishing eligibility for an exemption from registration or qualification of the Stock described in the Registration Statement in connection with the offering described therein. Other than as provided in the preceding sentence, this opinion (i) is addressed solely to you, (ii) may not be relied upon by any other party, (iii) covers only matters of Nevada and federal law and nothing in this opinion shall be deemed to imply any opinion related to the laws of any other jurisdiction, (iv) may not be quoted or reproduced or delivered by you to any other person, and (v) may not be relied upon for any other purpose whatsoever. Nothing herein shall be deemed to relate to or constitute an opinion concerning any matters not specifically set forth above.

By giving you this opinion and consent, I do not admit that I am an expert with respect to any part of the Registration Statement or Prospectus within the meaning of the term "expert" as used in Section 11 of the Securities Act of 1933, as amended, or the Rules and Regulations of the Securities and Exchange Commission promulgated thereunder.

The information set forth herein is as of the date of this letter. I disclaim any undertaking to advise you of changes, which may be brought to my attention after the effective date of the Registration Statement.

Sincerely,

/s/ Thomas J. Beener

THOMAS BEENER
Attorney at Law

Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Greenland Corporation on Form S-8 of our report dated February 18, 2000, appearing in the Annual Report Form 10-K of Greenland Corporation for the year ended December 31, 1999.

/s/ Levitz, Zacks & Ciceric

LEVITZ, ZACKS & CICERIC
San Diego, California

October 16, 2000

End of Filing

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