

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

Filing Date: **2009-01-26** | Period of Report: **2008-09-30**
SEC Accession No. **0001144204-09-003385**

([HTML Version](#) on secdatabase.com)

FILER

PUBLIC CO MANAGEMENT CORP

CIK: **1141964** | IRS No.: **880496188** | State of Incorp.: **NV** | Fiscal Year End: **0930**
Type: **10KSB/A** | Act: **34** | File No.: **000-50098** | Film No.: **09545055**
SIC: **8742** Management consulting services

Mailing Address
5770 EL CAMINO ROAD
LAS VEGAS NV 89118

Business Address
5770 EL CAMINO ROAD
LAS VEGAS NV 89118
702-222-9076

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-KSB/A
(Amendment No. 2)

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-50098

PUBLIC COMPANY MANAGEMENT CORPORATION
(Name of small business issuer in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

88-0493734

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

5770 El Camino Rd, Las Vegas, NV

(Address of principal executive offices)

89118

(Zip Code)

Issuer's telephone number (702) 222-9076

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$.001 par value per share

(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The issuer's revenue for the most recent fiscal year ended September 30, 2008 was \$837,089.

The aggregate market value of the voting and non-voting common equity held by non-affiliates was \$293,421 as of December 26, 2008, based upon the per share closing sale price of \$0.03 on such date.

As of December 12, 2008, there were outstanding 29,276,816 shares of the registrant's common stock, \$.001 par value per share.

Transitional Small Business Disclosure Format: Yes No

EXPLANATORY NOTE

Public Company Management Corporation ("PCMC") is amending its annual report on Form 10-KSB for the fiscal year ended September 30, 2008 which was originally filed with the Securities and Exchange Commission on December 30, 2008, and amended on January 5, 2009. This amendment includes the proper certifications from PCMC's Chief Executive Officer and Chief Financial Officer, as required by Sections 302. The certifications which were originally provided did not include paragraph 4(b) regarding our management's internal control report.

Except for the amended information in our Form 10-KSB/A filed on January 5, 2009, and the foregoing amended information, our Forms 10-KSB/A continue to speak as of the date of the original filing on December 30, 2008, and PCMC has not updated the disclosures contained herein to reflect events that occurred at a later date unless otherwise noted.

Item 13. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1 ⁽¹⁾⁽²⁾	Articles of Incorporation
3.2 ⁽¹⁾	Bylaws
3.3 ⁽²⁾	Amendment to Articles of Incorporation
3.4 ⁽²⁾	Amended Bylaws
10.1 ⁽⁴⁾	Subscription Agreement accepted July 22, 2008
14 ⁽³⁾	Code of Ethics
21 ⁽³⁾	Subsidiaries of PCMC
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 ⁽⁵⁾	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herein

- (1) Filed as Exhibits 3.1 and 3.2, respectively, to the registrant's Form 10-SB filed with the SEC on November 19, 2002, and incorporated herein by reference.
- (2) Filed as Exhibits 3.1 (along with the Articles of Incorporation) and Exhibit 3.2, respectively, to the registrant's Form 10-QSB filed with the SEC on May 18, 2005, and incorporated herein by reference.
- (3) Filed as Exhibit 14 and Exhibit 21, respectively, to the registrant's Form 10-KSB filed with the SEC on December 28, 2006, and incorporated herein by reference.
- (4) Filed as Exhibit 10.1 to the registrant's Form 10-KSB filed with the SEC on December 30, 2008, and incorporated herein by reference.
- (5) Filed as Exhibit 32.1 to the registrant's Form 10-KSB/A filed with the SEC on January 5, 2009, and incorporated herein by reference.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PUBLIC COMPANY MANAGEMENT CORPORATION

Date: January 19, 2009

By: /s/ Stephen Brock

Name: Stephen Brock

Title: President and Chief Executive Officer

In accordance with the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Stephen Brock</u> Stephen Brock	President, Chief Executive Officer and Director (Principal Executive Officer)	January 26, 2009
<u>/s/ Trae O'Neil High</u> Trae O'Neil High	Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 26, 2009

Exhibit 31.1

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Stephen Brock, certify that:

1. I have reviewed this annual report on Form 10-KSB for the fiscal year ended September 30, 2008 of Public Company Management Corporation;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
-

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 19, 2009

By: /s/ Stephen Brock
Stephen Brock
Chief Executive Officer

Exhibit 31.2

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Trae O'Neil High, certify that:

1. I have reviewed this annual report on Form 10-KSB for the fiscal year ended September 30, 2008 of Public Company Management Corporation;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
-

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 19, 2009

By: /s/ Trae O'Neil High
Trae O'Neil High
Chief Financial Officer
