

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

TASTY FRIES INC

CIK: **791885** | IRS No.: **650259052** | State of Incorporation: **NV** | Fiscal Year End: **0131**
Type: **S-8** | Act: **33** | File No.: **333-54888** | Film No.: **1524038**
SIC: **6794** Patent owners & lessors

Mailing Address
*650 SENTRY PARKWAY
SUITE ONE
BLUE BELL PA 19422*

Business Address
*650 SENTRY PKWY STE ONE
BLUE BELL PA 19422
6109412109*

As filed with the Securities and Exchange Commission on February ____, 2001

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

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

Tasty Fries, Inc.

(Exact name of Registrant as specified in its charter)

Nevada

65-0259052

(State or other jurisdiction
of Incorporation or Organization)

(IRS Employer
Identification
number)

65 Sentry Parkway, Suite One, Blue Bell, PA 19422

(Address of Principal Executive Offices, including zip code)

STOCK GRANTS PURSUANT TO
RESOLUTIONS OF THE BOARD OF DIRECTORS

(Full Title of the Plan(s))

Edward C. Kelly, President
Tasty Fries, Inc.
650 Sentry Parkway, Suite One
Blue Bell, PA 19422

(Name and Address of Agent for Service)

(610) 941-2109

(Telephone Number, including Area Code, of Agent for Service)

Myles J. Tralins
Tralins & Associates, Inc.
One Biscayne Tower, Suite #2930
Two South Biscayne Boulevard
Miami, Florida 33131
(305) 374-3300

<TABLE>

<CAPTION>

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
<S> Common Stock, \$.0001 Par Value	<C> 500,000	<C> \$.42	<C> \$210,000	<C> \$52.50
			TOTAL	\$ 52.50

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(1) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(c).

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EXPLANATORY NOTE:

In accordance with the Note to Part I of Form S-8, the information specified by Part I of Form S-8 has been omitted from this Registration Statement on Form S-8 for offers of Common Stock of Tasty Fries, Inc. (the "Registrant") pursuant to the Resolutions of the Board of Directors of the Registrant on January 31, 2001.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed in (a) through (b) below are incorporated by reference in the Registration Statement. All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange 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 the Registration Statement and to be part thereof from the date of filing such documents.

(a) The Registrant's latest annual report, filed pursuant to Section 13(a) or 15(d) of the Exchange Act, or, in the case of the Registrant, either (1) the latest prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Act"), that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed or (2) the Registrant's effective registration statement on Form 10 or 20-F filed under the Exchange Act containing audited financial statements for the Registrant's

latest fiscal year.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant document referred to in (a) above.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

As permitted by the Nevada General Corporation Law Section 78.751 thereof, the Registrant shall, to the fullest extent permitted by the Nevada General Corporation Law, as the same shall be added and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section, and the indemnification provided for therein shall not be deemed exclusive of any other right to which any persons may be entitled under any By-Law, resolution or shareholders, resolution of directors, agreement or otherwise, as permitted by said articles, as to action in any capacity in which he served at the request of the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

ITEM NO.	DESCRIPTION
4.1	Copy of the Resolutions of the Board of Directors dated January 31, 2001.
5	Opinion dated February 1, 2001 of Tralins & Associates, P.A. relating to the issuance of shares of Common Stock pursuant to the Resolutions of the Board of Directors dated January 31, 2001.
23.1	Consent of Tralins & Associates, P.A. included in the Opinion filed as Exhibit 5 hereto.
23.2	Consent of Larson, Allen, Weishair & Co., LLP, Independent Certified Public Accountants.

ITEM 9. UNDERTAKINGS

(1) The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made,

a post-effective amendment to this Registration Statement 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;

(b) That, for the purpose of determining any liability under the Act, 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) 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.

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(2) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the 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.

(3) Insofar as indemnification for liabilities arising under the Act 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.

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SIGNATURES

Pursuant to the Requirements of the Securities Act of 1933, as amended, 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 Blue Bell, State of Pennsylvania, on this 2nd day of February, 2001.

TASTY FRIES, INC.

By: /s/ EDWARD C. KELLY

Edward C. Kelly, President
and Principal Financial Officer

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

	TITLE	DATE
	-----	-----
/s/ EDWARD C. KELLY ----- Edward C. Kelly	Director	February 2, 2001
/s/ LEONARD KLARICH ----- Leonard Klarich	Director	February 2, 2001
/s/ JURGEN WOLF ----- Jurgen Wolf	Director	February 2, 2001
/s/ IAN LAMBERT ----- Ian Lambert	Director	February 2, 2001
/s/ KURT ZIEMER ----- Kurt Ziemer	Director	February 2, 2001

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EXHIBIT INDEX

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23.1	Consent of Tralins & Associates, P.A. included in the Opinion filed as Exhibit 5 hereto.
23.2	Consent of Larson, Allen, Weishair & Co., LLP, Independent Certified Public Accountants.

RESOLUTIONS

RESOLVED, that in payment for legal services provided to the Company by Bruce J. Lurie from June 1, 2001 through January 31, 2001, the Company grants 250,000 shares of the Company's common stock to be registered in a registration statement on Form S-8 to be filed with the Securities and Exchange Commission ("SEC") promptly after the Company becomes current in all of its filing obligations under the Securities Exchange Act of 1934 (the "Exchange Act").

RESOLVED, that in payment for legal services provided to the Company by Myles J. Tralins from June 1, 2001 through January 31, 2001, the Company grants 250,000 shares of the Company's common stock to be registered in a registration statement on Form S-8 to be filed with the Securities and Exchange Commission ("SEC") promptly after the Company becomes current in all of its filing obligations under the Securities Exchange Act of 1934 (the "Exchange Act").

February 1, 2001

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: TASTY FRIES, INC. REGISTRATION STATEMENT ON FORM S-8

Gentlemen:

We have acted as special securities counsel to Tasty Fries, Inc., a Nevada corporation (hereinafter referred to as the "Company"), in connection with the registration of 500,000 shares of the Company's common stock, par value \$.0001 per share ("Common Stock"), as set forth in the above-mentioned Registration Statement. In our capacity as such counsel to the Company, we have examined the original or copies of such records of the Company and such other documents as we deem appropriate as the basis for the opinions herein expressed. In such examination we have assumed the genuineness of all of the signatures on original documents and the conformity to original documents of all copies submitted to us as conformed or photostat copies. As to various questions of fact material to such opinions, we have relied upon the statements or certificates of officials and representatives of the Company and others.

Based upon the foregoing, it is our opinion that:

1. The Company is a corporation incorporated under the general corporation laws of the State of Nevada and its status is active.
2. When (i) the Registration Statement has become effective under the Securities Act of 1933, as amended (the "Act"), (ii) the 500,000 shares of Common Stock have been issued and sold as contemplated in the Registration Statement and (iii) certificates representing the 500,000 shares of Common Stock have been duly executed, delivered and paid for, such shares of Common Stock will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

ACCOUNTANT'S CONSENT

To the Stockholders and Board of Directors of
Tasty Fries, Inc.

We consent to the use of our Independent Auditor's Report dated March 31, 2000, and accompanying financial statements of Tasty Fries, Inc. for the year ended January 31, 2000. The Report will be included in the Form S-8 which is to be filed with the Securities and Exchange Commission for Tasty Fries, Inc.

Larson, Allen, Weishair & Co., LLP
Certified Public Accountants
Blue Bell, Pennsylvania
February 2, 2001