

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2008-08-29** | Period of Report: **2008-08-18**  
SEC Accession No. **0001354488-08-001482**

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FILER

**PC UNIVERSE INC**

CIK: **1124802** | IRS No.: **650620172** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-52804** | Film No.: **081049537**  
SIC: **5734** Computer & computer software stores

Mailing Address  
504 NW 77TH STREET  
BOCA RATON FL 33487

Business Address  
504 NW 77TH STREET  
BOCA RATON FL 33487  
(561) 953-0390

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 18, 2008**

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**PC UNIVERSE, INC.**

(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**000-52804**  
(Commission  
File Number)

**65-0620172**  
(I.R.S. Employer  
Identification No.)

**504 NW 77th Street, Boca Raton, Florida 33487**  
(Address of Principal Executive Office) (Zip Code)

**(561) 953-0390**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.02****Unregistered Sales of Equity Securities.**

(a) On August 18, 2008, PC Universe, Inc. (the "Company") sold to three accredited investors an aggregate of 2,403,844 shares of its common stock, par value \$.001 per share, and 1,201,922 three-year warrants, exercisable at \$0.10 per share, to purchase shares of the Company's common stock. The Company's securities were sold in units, at \$0.13 per unit, each unit consisting of two shares of common stock, and one warrant to purchase a share of common stock for gross proceeds to the Company of \$156,250. In connection with the sale, the Company paid selling agent commissions and non-accountable expenses of \$17,812 to the Company's selling agent.

The issuance of securities were exempt from registration under the Securities Act of 1933, as amended ("Securities Act"), in reliance upon Section 4(2) of the Securities Act and/or Regulation D promulgated thereunder as a transaction by an issuer not involving a public offering. These securities are restricted securities for purposes of the Securities Act. Stock certificates representing these securities will bear a restrictive legend providing that these securities have not been registered under the Securities Act and cannot be sold or otherwise transferred without an effective registration or an exemption therefrom.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**PC UNIVERSE, INC.**  
(Registrant)

By: /s/ Gary Stern

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Gary Stern  
Chairman and Co-Chief Executive Officer

Date: August 29, 2008