

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **1996-04-08**  
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### FILER

#### **CREATIVE COMPUTER APPLICATIONS INC**

CIK: **712815** | IRS No.: **953353465** | State of Incorpor.: **CA** | Fiscal Year End: **0831**  
Type: **S-8** | Act: **33** | File No.: **333-02327** | Film No.: **96544946**  
SIC: **7373** Computer integrated systems design

Mailing Address  
26115 A MUREAU ROAD  
CALABASAS CA 91302

Business Address  
26115 A MUREAU RD  
CALABASAS CA 91302  
8188806700

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CREATIVE COMPUTER APPLICATIONS, INC.

(Exact name of registrant as specified in its charter)

CALIFORNIA

95-3353465

(State of other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

26115-A Mureau Rd., Calabasas, CA

91302

(Address of Principal Executive Offices) (Zip Code)

1982 Non-Qualified Stock Option Plan  
(Full title of the plan)

Steven M. Besbeck, 26115-A Mureau Rd., Calabasas, CA 91302

(Name and address of agent for service)

(818) 880-6700

(Telephone number, including area code, of agent for service)

With a copy to:

Norman R. Cohen, Esq.  
Cohan & Cohen  
A Professional Corporation  
12301 Wilshire Blvd., Suite 550  
Los Angeles, CA 90025

<TABLE>

<CAPTION>

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit (1)	Proposed maximum aggregate offering price	Amount of registration fee
<S> Common Stock no par value	<C> 31,000 Shares (2)	<C> \$2.06 (3)	<C> \$63,860 (3)	<C> \$100.00

</TABLE>

- (1) Estimated solely for the purpose of calculating the amount of the registration fee.
- (2) The shares of Common Stock are issuable upon exercise of Options granted under registrant's 1982 Non-Qualified Stock Option Plan.
- (3) Pursuant to Rule 457(h)(i) and (c) of the General Rules and Regulations under the Securities Act of 1933, as amended, the proposed maximum offering price per share is based upon the average of the high and low prices reported on the American Stock Exchange as of March 20, 1996.

#### INCORPORATION OF DOCUMENTS BY REFERENCE

Creative Computer Applications, Inc. ("Company") (i) Form 10-KSB Annual Report for fiscal year-ended August 31, 1995 (ii); Form 10-QSB Current Report dated January 11, 1996, in each case as filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, and the description of the Company's Common Stock contained in Registration Statement on Form S-3, dated February 22, 1995 (No. 33-89278), are hereby incorporated by reference in this registration statement and shall be deemed to be a part hereof.

All documents filed subsequently to the date hereof by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part thereof from the date of filing of such documents.

#### LIMITATION OF LIABILITY OF DIRECTORS AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

The California General Corporations Law provides that California corporations may include provisions in their articles of incorporation relieving directors of monetary liability for breach of their fiduciary duties as directors, except for the liability of a director resulting from (i) acts or omissions involving intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the director, (iii) any transaction from which the director derives an improper personal benefit, (iv)

acts or omissions showing reckless disregard for the director's duty to the corporation or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the corporation or its shareholders, (v) acts or omissions constituting an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its shareholders, (vi) transactions between corporations and directors which have not been approved or ratified in good faith by disinterested directors or shareholders or which are not proved to be just and reasonable as to the corporation, and (vii) approving distributions to shareholders or loans to directors or officers contrary to California law. The Company's Articles of Incorporation provide that the Company's directors are not liable to the Company or its shareholders for monetary damages for breach of their fiduciary duties to the fullest extent permitted by California law.

The inclusion of the above provision in the Articles of Incorporation may have the effect of reducing the likelihood of shareholder derivative suits against directors and may discourage or deter shareholders or management from bringing a lawsuit against directors for breach of their duty of care, even though such an action, if successful, might otherwise have benefitted the Company and its shareholders. At present, there is no litigation or proceeding pending involving a director of the Company as to which indemnification is being sought, nor is the Company aware of any threatened litigation that may result in claims for indemnification by any director.

#### EXHIBITS

Exhibit No.	Description
5.	Opinion of Cohan & Cohen
10(1)	1982 Non-Qualified Stock Option Plan, as amended.
23.1	Consent of Cohan & Cohen (included in Exhibit 5)
23.2	Consent of BDO Seidman

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(1) Previously filed with Registrant's preliminary



Vice President, Operations,  
Secretary and Director

/S/ Lawrence S. Schmid  
Lawrence S. Schmid  
Director

Date: March 20, 1996

/S/ Robert S. Fogerson, Jr.  
Robert S. Fogerson, Jr.  
Director

Date: March 20, 1996

EXHIBIT 5

Cohan & Cohen  
A Professional Corporation  
12301 Wilshire Boulevard, Suite 550  
Los Angeles, California 90025-1007  
Telecopier (310) 207-6184  
Telephone (310) 820-3400

March 20, 1996

Creative Computer Applications, Inc.  
26115-A Mureau Road  
Calabasas, CA 91302

Re: Creative Computer Applications, Inc.  
("Company")

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), filed by the Company with the Securities and Exchange Commission. The Registration Statement covers 31,000 shares of Common Stock (the "Shares") to be issued upon exercise of 31,000 Common Stock Options ("Options") of the Company pursuant to the Company's 1982 Non-Qualified Stock Option Plan.

We have examined the originals, or photostatic or certified copies, of such records of the Company, certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In such examination, we have

assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies.

Based upon our examination mentioned above, subject to the assumptions stated herein and relying on statements of facts contained in the documents that we have examined, we are of the opinion that the issuance of the Shares has been duly authorized and that, when issued and paid for will have been validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an Exhibit to the Registration Statement and to the incorporation by reference to the reference to our firm appearing under the caption "Legal Opinions" in the prospectus that forms a part of a Registration Statement on Form S-3 filed by the Company and declared effective on February 22, 1995 (Registration No. 33-89278).

Very truly yours,

COHAN & COHEN  
A Professional Corporation

/S/ Norman R. Cohen

Norman R. Cohen

NRC:nm  
BDO Seidman, LLP  
Accountants and Consultants  
1900 Avenue of the Stars, 11th Floor  
Los Angeles, California 90067  
Telephone (310) 557-0300  
Fax (310) 557-1777

23.2 Consent of Independent Certified Public Accountants

Creative Computer Applications, Inc.

We hereby consent to the incorporation by reference in this Registration Statement of our report dated October

24, 1995, relating to the audit of the financial statements of Creative Computer Applications, Inc. appearing in the Company's Annual Report on Form 10-KSB for the fiscal year ended August 31, 1995.

/S/ BDO Seidman, LLP

BDO SEIDMAN, LLP

Los Angeles, California  
March 20, 1996