

PCS EDVENTURES COM INC  
Form 8-K/A  
September 06, 2011

**United States Securities and Exchange Commission**

**Washington, D.C. 20549**

**FORM 8-KA-1**

**CURRENT REPORT**

Pursuant to Section 13 or 15[d] of the Securities Exchange Act of 1934

**September 27, 2010**

**Date of Report**

[Date of Earliest Event Reported]

**PCS EDVENTURES!.COM, INC.**

(Exact name of Registrant as specified in its Charter)

IDAHO  
(State or Other Jurisdiction of  
Incorporation)

000-49990  
(Commission File Number)

82-0475383  
(I.R.S. Employer Identification No.)

345 Bobwhite Court, Suite 200

Boise, Idaho 83706

(Address of Principal Executive Offices)

(208) 343-3110

(Registrant's Telephone Number, including area code)

N/A

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(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 (see general instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14-a-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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

The Company previously announced that the Company, along with its former CEO and former CFO, had been named in a class action lawsuit (Niederklein v. PCS Edventures!.com, Inc., et al., U.S. District Court for the District of Idaho, Case 1:10-cv-00479-CWD). The class action was brought on behalf of shareholders who purchased shares of the Company's common stock during the period between March 28, 2007 and August 15, 2007. A Memorandum of Understanding ( MOU ) containing the essential terms of a settlement of the class action was recently agreed upon, subject to further proceedings and approval by the Court. While the defendants deny the allegations made in the class action lawsuit, the MOU was entered to eliminate the burden and expense of further litigation. Moreover, neither the settlement nor any of its terms constitute an admission of any wrongful conduct by the defendants. If the settlement is approved, the Company and its insurance carrier will be obligated to deposit the sum of \$665,000 in full settlement of the class action. A copy of the MOU is attached hereto as Exhibit 10.1 and incorporated herein, with the foregoing summary be modified in all respects to such reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01.

**Item 9.01 Financial Statements and Exhibit**

(d)

**Exhibit No.**

**Exhibit Description**

10.1

Memorandum of Understanding

**SIGNATURES**

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Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

**PCS EDVENTURES!.COM, INC.**

Dated: 9/6/2011

By: /s/ Valerie L. Grindle  
Valerie L. Grindle  
CEO and director