

Edgar Filing: PROTON LABORATORIES INC - Form S-8 POS

PROTON LABORATORIES INC

Form S-8 POS

June 18, 2007

As filed with the Securities and Exchange Commission on June 12, 2007

Registration No. \_\_\_\_\_

United States Securities and Exchange Commission  
Washington, D.C. 20549

Post - Effective Amendment No. 2

Form S-8  
Registration Statement  
Under  
The Securities Act of 1933

Proton Laboratories, Inc.  
(Exact Name of Registrant as specified in its charter)

Washington  
(State or Other Jurisdiction of  
Incorporation or Organization)

91-2022700  
(I.R.S. Employer  
Identification Number)

Proton Laboratories, Inc.  
1135 Atlantic Avenue, Suite 101, Alameda, CA 94501  
Alameda, California 94501  
voice: (510) 865-6412  
fax: (510) 865-9385  
(Address and telephone number of principal executive offices and  
principal place of business)

April 18, 2007 Stock and Stock Option Plan  
(Full Title of the Plan)

Edward Alexander, Chief Executive Officer and President  
1135 Atlantic Avenue, Suite 101, Alameda, CA 94501  
Alameda, California 94501  
voice: (510) 865-6412  
fax: (510) 865-9385

This amendment is provided to the S-8 Registration Statement filed on May 16, 2007 for Proton Laboratories, Inc. for 4,200,000 shares of voting common stock of the Company ("Initial Filing"). This amendment is provided solely to clarify that the only reason for the Post-Effective Amendment filed on May 21, 2007 ("First Post-Effective Amendment") was to update the Initial Filing to reflect reference to the Company's 10-Q filed on May 17, 2007 and to provide updated auditor and attorney letters to this regard. The Company attempted to file the Initial Filing on May 15, 2007. However its Edgar filer did not make the filing until May 16, 2007. The Company's auditor then advised that the financial statements referenced in the Initial Filing were "stale" in light of the Company's pending first quarter 10-Q filing. To rectify the situation, the Company's auditor and its attorney provided updated opinion letters following the filing of the Company's 10-Q on May 17th, 2007 and the first Post -Effective Amendment was filed on May 21, 2007 to reflect these letters and to make reference to the newly filed 10-Q. No other substantive change was made to the amendment, save for updated officer signatures. No sales have been made pursuant to this registration prior to the filing of this Second Post-Effective

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Amendment. A letter from the Company's counsel confirming the contents of this Amendment is attached in Exhibit 99.

### Item 8. Exhibits.

Exhibit Number	Exhibit Name
99.1	Letter from Counsel.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Proton Laboratories, Inc., 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 Alameda, State of California, on June 11, 2007.

Proton Laboratories, Inc.

/s/ Edward Alexander  
Edward Alexander  
Director, Chief Executive Officer and  
Chief Financial Officer

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

Signature	Title	Date
----- /s/ Edward Alexander Edward Alexander	Director, Chief Executive Officer and Chief Financial Officer	June 12, 2007