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CORPORATE ROAD SHOW DOT COM INC

Form SB-2/A

February 12, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 12, 2004

REGISTRATION STATEMENT NO. 333-104815

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 8 TO
FORM SB-2/A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CORPORATE ROAD SHOW.COM INC.

(NAME OF SMALL BUSINESS ISSUER IN ITS CHARTER)

NEW YORK -----	7812 ----	11-3516358 -----
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

(ADDRESS AND TELEPHONE NUMBER OF PRINCIPAL EXECUTIVE OFFICES)

80 ORVILLE DRIVE SUITE 100 BOHEMIA, NEW YORK 11716
TEL: (631) 244-1555 FAX: (631) 244-1554

(AGENT FOR SERVICE OF PROCESS)

MR. FRANK FERRARO
80 ORVILLE DRIVE
SUITE 100
BOHEMIA, NEW YORK 11716
TEL: (631) 244-1555

(ADDRESS OF PRINCIPAL PLACE OF BUSINESS OR INTENDED
PRINCIPAL PLACE OF BUSINESS)

80 ORVILLE DRIVE SUITE 100 BOHEMIA, NEW YORK 11716
TEL: (631) 244-1555 FAX: (631) 244-1554

COPIES TO:
WILLIAM S. ROSENSTADT, ESQ.
RUBIN, BAILIN, ORTOLI, MAYER & BAKER LLP
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NEW YORK, NEW YORK 10022-4405
TEL: (212) 935-0900
FAX: (212) 826-9307

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after the effective date of this Registration Statement.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Being Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price(1)
Common Stock, \$0.0001 par value, to be registered by Issuer	2,000,000	\$1.00	\$2,000,000
Common Stock, \$0.0001 par value, to be registered by Selling Shareholder	500,000	\$1.00	\$ 500,000

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act").

WE HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL WE HAVE FILED A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

SIGNATURES

In accordance with 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 SB-2 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New

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York, on February 12, 2004.

New York, New York
February 12, 2004

CORPORATE ROAD SHOW.COM INC.

By: /s/ Frank Ferraro

Frank Ferraro
Chairman, Principal Financial Officer,
Chief Accounting Officer and Chief Executive
Officer