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CORPORATE ROAD SHOW DOT COM INC
Form SB-2/A
April 30, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 30, 2003

REGISTRATION STATEMENT NO. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 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 ----- (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	7812 ----- (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	11-3516358 ----- (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
--	---	--

(ADDRESS AND TELEPHONE NUMBER OF PRINCIPAL EXECUTIVE OFFICES)

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

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

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

COPIES TO:

WILLIAM S. ROSENSTADT, ESQ.

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SPITZER & FELDMAN P.C.
 405 PARK AVENUE,
 NEW YORK, NEW YORK 10022-4405
 TEL: (212) 888 6680
 FAX: (212) 838 7472

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

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 to be 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

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.

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This prospectus relates to 2,500,000 shares of our common stock, of which 500,000 shares are owned, as of April 14, 2003, by the security holder named in this prospectus under the caption "Selling Shareholder". The 2,000,000 shares of common stock being offered by us may be offered or sold directly by ourselves or we may use the services of participating broker-dealers licensed by the National Association of Securities Dealers, Inc., each of which will receive a commission from the shares offered and sold by such participating broker-dealers and accepted by us. Subject to the restrictions found in the "Selling Shareholder" section of this Prospectus, 500,000 shares may be offered from time to time by the selling shareholder through ordinary brokerage transactions on the OTC-Bulletin Board or on any securities exchange on which our common stock is or becomes listed or traded, in negotiated transactions or otherwise, at prices and at terms then prevailing or at prices related to the then current market price, or in negotiated private transactions, or in a combination of these methods. The shares of our common stock are being sold by us, on a self-underwritten basis, with no minimum. Our offering will commence on the date of this prospectus and will continue until the earlier of _____ [18months after effectiveness], all of the shares offered are sold, or we otherwise terminate the offering.

We will bear all the costs and expenses associated with the preparation and filing of this registration statement.

The information in this Prospectus is not complete and is subject to change. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This Prospectus is not an offer to sell these securities in any state where the offer of sale is not prohibited.

SUBJECT TO COMPLETION, DATED APRIL 30, 2003
PRELIMINARY PROSPECTUS

2,500,000 Shares
CORPORATE ROAD SHOW.COM INC.

Common Stock

Corporate Road Show.com Inc. is offering 2,500,000 shares of common stock, \$.0001 par value. We are offering to sell 2,000,000 shares of our common stock, which as of this date have not been issued. Subject to certain restrictions one of our shareholders, the selling shareholder, is offering to sell 500,000 shares of our common stock held by him. We will not receive any proceeds from the sale of the shares of common stock being offered by the selling shareholder

The shares of our common stock which will be offered and sold by us on a self-underwritten basis will be sold by using our officers, directors, or, at our discretion, by participating broker-dealers licensed by the National Association of Securities Dealers, Inc. at a price per share of \$1. At this time we have not identified any one entity to purchase our shares of common stock.

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There is no minimum investment requirement and funds received by us from this offering will not be placed into an escrow account. Although the selling shareholder paid \$1.00 per share, it should be noted that there is no restriction requiring him to sell his shares at a price above \$1.00 per share. Therefore, the risk exists that shares offered by such individual may be sold to the public at prices below our offering price.

Prior to this offering, there has been no public market for the common stock. The price of the common stock has been arbitrarily determined by us. Prior to this prospectus' effectiveness, we intend to register the shares of common stock in both New York and New Jersey. Brokers or dealers effecting transactions in the shares of our common stock should confirm the registration thereof under the securities laws of the states in which transactions occur or the existence of any exemption from registration. Although we are not currently quoted or listed on any market, we anticipate a listing on the OTC Bulletin Board concurrent with the effectiveness of this prospectus.

Our principal executive offices are located at 80 Orville Drive - Suite 100, Bohemia, New York 11716. Our telephone number is (631) 244-1555.

The shares of common stock being offered by this prospectus involves a high degree of risk. You should read the "Risk Factors" section beginning on Page 5 before you decide to purchase any of the common stock.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. NOR HAVE THEY MADE, NOR WILL THEY MAKE, ANY DETERMINATION AS TO WHETHER ANYONE SHOULD BUY THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Until _____, [90 days after effectiveness] all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to any dealers' obligation to deliver a prospectus when acting as underwriters and with respect to any unsold allotments or subscriptions.

THE DATE OF THIS PROSPECTUS IS [April 30, 2003]

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary does not contain all of the information that you should consider before investing in the securities. You should read the entire prospectus carefully, especially the risks of investing in the securities discussed under "Risk Factors" beginning on page 5.

ABOUT US

Corporate Road Show.com Inc. was initially incorporated on November 1, 1999 in the State of New York (hereinafter "CRS", "we" or "us").

OUR BUSINESS

Presently, we are an internet based marketing operation which produces corporate videos available on both the worldwide web via our website www.corporateroadshow.com or in a hardcopy format. Our website serves as a portal for companies to showcase their products and market their goods and services to the business and financial communities. We have the capabilities to produce high quality but reasonably priced custom-made "live" and "on demand" video and audio productions by keeping most phases of the process (writing, shooting, editing and post-production) in house as well as hosting such presentations on our website. We contract a local studio to perform the original video production work. Our fees are scaled depending on the extent of services rendered by us.

In addition to the continued development of our core internet business, we are now poised to begin the second phase of our corporate growth: television production. We believe that by producing a weekly half-hour "investment format" program featuring small to mid-sized companies, we can offer a value added service previously unavailable to that targeted capital market.

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Initially, we intend to televise such a program in the New York metropolitan region.

TYPICAL INTERNET PRODUCTION

Once a client has retained us for a video production, we will set up and perform an interview with such client. Such interview will be filmed by an independent video crew that we retain. Generally, the interviewer will be an actor hired by us. After the filming process is complete, the video goes to the edit room for editing, music, title page credits and other production aspects. We then digitize the video for hosting over the Internet. The client then has access to the video on the Internet and can email that video to any data base (ie. shareholders, employees, customers).

SHOW CONCEPT

CORPORATE ROADSHOW PRESENTS is a 1/2 hour infomercial designed to appear as a regular television program showcasing various companies profiling their goods and services. Shot in the field and our studio, CORPORATE ROADSHOW PRESENTS will showcase and highlight each participating company. We anticipate that our host, who is undetermined at the moment, will serve to introduce and moderate discussions regarding a particular company, its executives and sales people.

CORPORATE ROADSHOW PRESENTS will appear as a traditional business program. We intend to provide a sophisticated presentation integrating top quality editing, graphics and a fast-paced assortment of segments and commercials, all seamlessly blended together which will provide both entertainment and information for the viewers.

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SPONSOR PARTICIPATION

CORPORATE ROADSHOW PRESENTS will allot each sponsoring company or client a minimum of four minutes of programming focused on their company and its product or service in addition to two 30 second commercials or any combination of the 5 minute timeslot as negotiated between CRS and the sponsor. Each sponsors' segment can appear in a variety of formats. We will allow the sponsor to choose a structure most effective for it from a segment spanning the continuous 4 min. time slot to a number of smaller segments profiling the sponsor.

NEW YORK BROADCAST

Targeted airdate: Fourth Quarter of 2003. Although we have not yet entered into any formal agreements, we intend to air CORPORATE ROADSHOW PRESENTS on major New York television stations such as WCBS, WNBC or WABC. With over 12,000,000 possible viewers and as a world financial center, we believe that penetrating the metropolitan New York marketplace is our most important initial goal. We intend to air the program on weekends, envisioning a Sunday late

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morning timeslot.

PROMOTION

Although the exact formula has yet to be determined, in an attempt to cross promote and drive viewers to our programs, we intend to advertise the broadcast of the show with either 15 or 30 second commercials as available on regional or local cable and broadcast stations preceding the broadcast.

PRODUCTION SCHEDULE

We anticipate producing a program over a period of three to four weeks either in the studio or from time to time in the field, or a combination of both. This period of time is necessary so that each project can be viewed from start to finish.

EMPLOYEES

As of April 14, 2003, we had 2 employees which includes managerial and sales positions.

OUR OFFICES

Our executive offices are located at 80 Orville Drive - Suite 100, Bohemia, New York 11716. Our telephone number is (631) 244-1555.

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THE OFFERING

SECURITIES OFFERED BY US

Shares	2,000,000
Price Per Share	\$1.00

SECURITIES OFFERING BY SELLING SHAREHOLDER

Shares	500,000
Price Per Share	\$1.00

Shares of Common Stock Outstanding After Offering 7,730,000

ESTIMATED USE OF PROCEEDS

We intend to use substantially all of the net proceeds from our sale of our shares of common stock for general corporate purposes, including working

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capital, expansion of sales and marketing activities which include the planned expansion into the television production business. We will not receive any of the proceeds from the sale of those shares being offered by the selling shareholder.

PROPOSED OTC-BB TRADING SYMBOL

Common stock CRSC

RISK FACTORS

For a discussion of the risks you should consider before investing in our shares, read the "Risk Factors" section.

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SUMMARY FINANCIAL DATA

The Summary Financial information set forth below is derived from the financial statements appearing elsewhere in this prospectus. Such information should be read in conjunction with such financial statements, including the notes thereto.

	(Dollar amounts and share data) Year Ended December 31	
	2002	2001
Revenues	\$ 25,189	\$ 10,575
Net Loss	\$ (162,951)	\$ (28,031)
Loss Per Common Share	\$ (.03)	\$ (.01)
Weighted Average Number of Common Shares outstanding	5,336,989	5,200,000

Balance Sheet Data	December 31, 2002
Working Capital	\$ 224,110
Total Assets	\$ 293,917
Total Liabilities	\$ 10,424
Stockholders' Equity	\$ 283,493

See Financial Statements

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RISK FACTORS

An investment in our common stock involves a high degree of risk. Investors could lose their entire investment. Prospective investors should carefully consider the following factors, along with the other information set forth in this prospectus, in evaluating CRS, its business and prospects before purchasing the common stock.

Concentrated ownership of our common stock may allow certain security holders to exert significant influence in corporate matters. If we sell all of the 2,000,000 shares being offered by us, our officers, directors and principal security holders will own approximately 74% of our outstanding shares of common stock. Such concentrated control allows these security holders to exert significant influence in matters requiring approval of our stockholders. Mr. Frank Ferraro, our Chairman of the Board and President owns 5,000,000 shares of common stock or approximately 90% of the total issued and outstanding. Mr. Eli Weinstein, our second largest shareholder owns 500,000 shares of common stock or approximately 9% of the total issued and outstanding, before taking into account the securities being offered in this prospectus. Mr. Ferraro holds a majority of the outstanding common stock and as a result is in a position to influence significantly the election of some or all of the members of our Board of Directors and the outcome of all corporate actions requiring stockholder approval.

The timing and amount of capital requirements are not entirely within our control and cannot accurately be predicted. If capital is required, we may require financing sooner than anticipated. We have no commitments for financing, and we cannot be sure that any financing would be available in a timely manner, on terms acceptable to us, or at all. Further, any equity financing could reduce ownership of existing stockholders and any borrowed money could involve restrictions on future capital raising activities and other financial and operational matters. If we were unable to obtain financing as needed, we could be bankrupt.

We have been incurring losses from operations since our inception in 1999 and at December 31, 2002 had an accumulated deficit of \$205,619. Stockholders' equity and working capital was \$283,493 and \$224,110, respectively. Although we believe that our business expansion will be successful and that we will become profitable, no assurance can be given in this regard.

Although direct competitors are few, we believe that we face competition from a diverse group of companies ranging from those providing financial information and analysis over the Internet, web-casters providing web-based shows, meetings and presentations, public relations firms as well as traditional news and information sources (ie. television and print) as companies in such industries cater to the same targeted audience as ourselves. Some of the possible competitors include:

- o Online financial news and information providers including TheStreet.com, MarketWatch.com, MoneyTV Network, BATV and The Motley Fool
- o Traditional media sources such as The Wall Street Journal, Barrons,

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CNNfn, and CNBC, all of whom also have an Internet presence

- o Terminal-based financial news providers including Bloomberg, Reuters and Dow Jones
- o Online brokerage firms such as E*Trade, Charles Schwab or DLJ Direct
- o Internet giants such as Yahoo!, Go Network and America Online
- o Public relation and investor relation firms

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As all of the above mentioned companies have significantly stronger name recognition than ourselves, they are in a position to quickly attract public companies which are in need of strong marketing and information campaigns thus adversely impacting our potential pool of clients. As our sales and marketing structure is not proprietary, it would not be difficult for a media company, whether it be on the Internet or traditional medium to offer similar services. Further, entry into the marketplace by new competitors is relatively easy especially considering their existing presences and their greater resources for financing, advertising and marketing. We intend to compete based on our ability to market and sell our services to small and mid-sized public companies on a reasonably priced and personalized basis.

Our management has discretion over the use and expenditure of the proceeds of this offering. We intend to use the funds raised in this offering for general corporate purposes, including working capital, expansion of sales and marketing activities which include the planned expansion into the television production business. Although we do not contemplate changes in the allocated use of proceeds, to the extent we find changes are necessary or appropriate in order to address changed circumstances and/or opportunities, we may find it necessary to adjust the use of our capital, including the proceeds of this offering. As a result of the foregoing, our success may be substantially dependent on the discretion and judgment of our management with respect to the application and allocation of the proceeds hereof.

We have a limited operating history. We are subject to all the general risks inherent in, and the problems, expenses, difficulties, complications and delays frequently encountered in connection with, establishing any new business and operations. We are currently operating with inadequate working capital which, among other things has constrained our ability to market and sell ourselves and as a result we are substantially dependent on the proceeds of this offering to maintain operations. There is still no assurance that we, even with such funds, will successfully maintain operations at a level sufficient for an investor to obtain a return on the shares being offered by us in this Prospectus.

Our lack of consistency in our operating results makes it difficult for us to accurately predict future growth. Our operating results have been inconsistent and may continue to fluctuate from quarter to quarter and will depend on numerous factors, including, but not limited to, customer demand and market acceptance of our products and services. To some extent our business is sensitive to the performance of the capital markets. If the public's interest in investing does not continue to grow, there will be a reduced marketplace for our customers to target and the demand for our products and services may wane.

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We are dependent on the certain services of key individuals, the loss of any of which will have a material adverse effect on us. We only have two employees, Frank Ferraro, our Founder, Chairman and President and Vincent Epifanio, our Senior Vice President and Director of Marketing. Although Mr. Ferraro has an exclusive employment contract with us and is our largest shareholder, there can be no assurance that he will remain with us during the term of his respective contract. In the event that we were to lose either employee, there can be no assurances that we would be able to retain qualified executive staff. Further, we do not maintain any key man life insurance policies on either Mr. Ferraro or Mr. Epifanio. Therefore, the loss of the service of either of our employees, could have a material adverse effect upon us.

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We may not be able to adequately protect our intellectual property rights. Although we recently filed a service mark application with the United States Patent and Trademark Office, we have certain intellectual property rights which are not protected including, among others:

- o Subscriber lists and related information;
- o Content and information provider lists and related information;
- o Proprietary web site content; and
- o Content on our news programs.

To protect our rights to our intellectual property, we will rely on a combination of trademark and copyright law, trade secret protection, confidentiality agreements and other contractual arrangements with our employees, affiliates, clients, strategic partners and others. The protective steps we have taken may be inadequate to deter misappropriation of our proprietary information. We may be unable to detect the unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Effective trademark, copyright and trade secret protection may not be available as many of our productions are and will be available on the Internet. Failure to adequately protect our intellectual property could harm our brand, devalue our proprietary content and affect our ability to compete effectively. Further, defending our intellectual property rights could result in the expenditure of significant financial and managerial resources, which could materially adversely affect our business, results of operations and financial condition.

System slowdowns or failures could hurt our business. In order for our business to be successful, we must provide consistently fast and reliable access to our web site. Unfortunately, slowdowns, breakdowns or failures in our computer and communication systems, or of the Internet generally, are often beyond our control and could jeopardize access to our site at any time. In addition, heavy traffic on our site or on the Internet generally could severely slow access to, and the performance of, our site. Repeated system slowdowns will likely impair our ability to service and maintain the public's access to our clients. Failures of or damage to our computer or communications systems could

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render us unable to operate our site or even our business for extended periods of time.

We may not be able to adequately protect ourselves against security risks. All Internet businesses are subject to electronic and computer security risks. We have taken steps to protect ourselves from unauthorized access to our systems and use of our site, but we cannot guarantee that these measures will be effective. If our security measures are ineffective, unauthorized parties could alter, misappropriate, or otherwise disrupt our service or information. If such unauthorized parties were able to access certain of our or our customers' proprietary information, we would face significant unexpected costs and a risk of material loss, either of which could adversely affect our business.

The selling shareholder may compete with us in selling common stock. Our ability to raise additional capital through the sale of our common stock may be harmed by competing re-sales of common stock by the selling shareholder. Sales by the selling shareholder may make it more difficult for us to sell equity or equity-related securities in this offering or in the future at a time and price that we deem appropriate because the selling shareholder may offer to sell his shares of common stock to potential investors for less than we do. Moreover, potential investors may not be interested in purchasing shares of our common stock if the selling shareholder is selling (or even has the ability to sell) his shares of common stock.

To a significant extent the growth of our business is dependent on an increase in the public's interest in the stock market. The recent depressed stock market has decreased the public's interest in investment and financial information. If this were to happen, it is likely that we would lose a significant percentage of our then current and potential subscriber base.

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Although we do not and will not pass upon the legitimacy of our clients, our success will depend partially on our ability to present to the public, companies with significant growth prospects. Failure to build and maintain a reputation for such, may reduce our service value to potential clients, which may harm our business.

Before this offering, there has been no public market for our common stock. We are not sure that a public trading market for our common stock will develop after this offering, or that the public offering price will correspond to the price at which our common stock will trade subsequent to this offering. The stock market has experienced price and volume fluctuations which have resulted in changes in the market prices of stocks of many companies that may not have been directly related to the operating performance of those companies. Such broad market fluctuations may adversely affect the market price of our common stock following this offering. In addition, the market price of our common stock following this offering may be highly volatile. Factors such as variations in our interim financial results, comments by securities analysts, announcements of technological innovations or new products by us or our competitors, changing market conditions in the industry, changing government regulations, developments concerning our proprietary rights or litigation, many of which are beyond our control, may have an adverse effect on the market price of the common stock.

Sales of a substantial number of shares of common stock in the public market following this offering, or the perception that sales could occur, could make the market price of the common stock prevailing from time to time go down

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and could impair our future ability to raise capital through a sale of our stock. Upon completion of this offering, there will be 7,730,000 shares of common stock outstanding, 2,500,000 of which will be freely tradable without restriction.

The fluctuation of the price of our common stock may have an adverse effect on the market price of our common stock. Future announcements concerning us or our competitors, including strategic relationships with our or other suppliers, may cause the market price of our common stock to fluctuate substantially for reasons which may be unrelated to operating results. These fluctuations, as well as general economic, political and market conditions, may have a material adverse effect on the market price of our common stock.

Purchasers of the shares offered hereby will incur immediate substantial dilution in the net tangible book value of approximately \$.72 or 72% per share. Our present shareholders have acquired their respective equity interests at a cost substantially below the offering price. Accordingly, the public investors will bear a disproportionate risk of loss per share.

We have never declared or paid any cash dividends on our capital stock and do not anticipate paying cash dividends in the near future. Accordingly, investors must rely on the sales of their common stock after price appreciation, which may never occur, as the only way to realize on their investment. Investors seeking cash dividends should not purchase our shares of common stock.

We allow certain clients to pay for our services with a combination of cash and restricted securities of theirs and as a result we are somewhat dependent on such companies ability to succeed in the marketplace. In the past, any securities we have received have been restricted. Thus, there is usually a significant period of time between when such securities are received and when they may be sold into the market. In the event that any securities we receive as partial payment decline in value from the time we receive them and we find ourselves in the unfortunate position of needing to raise capital for operations by selling some or all of such securities we may suffer irreparable harm.

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Terrorist attacks may negatively affect our operations and your investment in our common shares. We cannot assure you that there will not be further terrorist attacks against the United States or United States businesses. These attacks or armed conflicts may directly impact our business and the financial markets as a whole. We do not maintain any terrorism insurance. The consequences of any armed conflict are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business or your investment. More generally, any of these events could result in increased volatility in or damage to the United States and worldwide financial markets and economy. They also could result in a continuation of the current economic uncertainty in the United States or abroad. Adverse economic conditions could affect the ability of our tenants to pay rent, which could have a material adverse effect on our operating results and financial condition, as well as our ability to pay dividends to shareholders, and may result in volatility in the market price for our securities.

The penny stock rules may have a restrictive effect on the trading of our common stock. Because we may be subject to the "penny stock" rules, the level of trading activity in our stock may be reduced. Broker-dealer practices in connection with transactions in "penny stocks" are regulated by certain penny

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stock rules adopted by the Securities and Exchange Commission. Penny stocks, like shares of our common stock, generally are equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on NASDAQ. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, broker-dealers who sell these securities to persons other than established customers and "accredited investors" must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. Consequently, these requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security subject to the penny stock rules, and investors in our common stock may find it difficult to sell their shares.

WE MAKE ESTIMATES OF OUR FUTURE IN FORWARD-LOOKING STATEMENTS.

The statements contained in this prospectus that are not historical fact are "forward-looking statements," which can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," or "anticipates," the negatives thereof or other variations thereon or comparable terminology, and include statements as to the intent, belief or current our expectations with respect to the future operations, performance or position. These forward-looking statements are predictions. We cannot assure you that the future results indicated, whether expressed or implied, will be achieved. While sometimes presented with numerical specificity, these forward-looking statements are based upon a variety of assumptions relating to our business, which, although currently considered reasonable by us, may not be realized. Because of the number and range of the assumptions underlying our forward-looking statements, many of which are subject to significant uncertainties and contingencies beyond our reasonable control, some of the assumptions inevitably will not materialize and unanticipated events and circumstances may occur subsequent to the date of this prospectus. These forward-looking statements are based on current information and expectation, and we assume no obligation to update them at any stage. Therefore, our actual experience and results achieved during the period covered by any particular forward-looking statement may differ substantially from those anticipated. Consequently, the inclusion of forward-looking statements should not be regarded as a representation by us or any other person that these estimates will be realized, and actual results may vary materially. We can not assure that any of these expectations will be realized or that any of the forward-looking statements contained herein will prove to be accurate.

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We do not have a firm commitment from any party to purchase any of the shares being offered by us. We intend to sell the shares ourselves, through broker/dealers or in private transactions. The following table discloses the net proceeds we would realize from the sale of the related numbers of shares.

%	# SHARES	NET PROCEEDS (EST.)
-----	-----	-----
100	2,000,000	\$ 1,900,000
75	1,500,000	\$ 1,400,000
50	1,000,000	\$ 900,000
25	500,000	\$ 400,000

These proceeds are intended to be utilized substantially for working capital and general corporate purposes as well as the costs and expenses associated with our expansion into the network broadcasting arena. However, management will retain sole discretion as to the use of the proceeds and may from time to time determine that in the best interest of the company proceeds from this offering shall be used for acquisitions or other corporate restructuring activities which would not be in the ordinary course of the company's business.

Regardless of whether we sell any shares of our Common Stock, we have incurred approximately \$100,000 in costs and expenses in regards to the preparation of the Registration Statement of which this Prospectus forms a part.

The net proceeds to us from this offering are expected to be adequate to fund our working capital needs for at least the next twelve (12) months. Pending use of the proceeds from this offering as set forth above, we may invest all or a portion of such proceeds in short-term, interest-bearing securities, U.S. Government securities, money market investments and short-term, interest-bearing deposits in major banks.

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DETERMINATION OF OFFERING PRICE

The offering price has no relationship to any established criteria of value, such as a book value or earning per share. No valuation or appraisal has been prepared for our business and potential business expansion.

DILUTION

The issuance of the 2,000,000 shares will dilute our common stock and may ultimately lower the price of our common stock. If you invest in our common stock, your interest will be diluted to the extent of the difference between the price per share you pay for the common stock and the pro forma as adjusted net tangible book value per share by calculating the total assets less intangible assets and total liabilities, and dividing it by 7,730,000, the number of outstanding shares of common stock.

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The net tangible book value of our common stock as of December 31, 2002, was \$268,493, or approximately \$.05 per share. Thus, as of December 31, 2002 the net tangible book value per share of common stock owned by our current stockholders would have increased by \$1,915,000 or \$.23 per share after giving effect to this offering without any additional investment on their part and the purchasers of the shares offered hereby would have incurred an immediate dilution of \$.72 per share from the offering price. The following table illustrates this per share dilution:

Public offering price per share of common stock		
offered hereby		\$1.00
Net tangible book value per share before offering05	
Increase per share attributable to new investors23	
Adjusted net tangible book value per share		
after this offering		\$.28
Dilution to new investors		\$.72
		====

The following table summarizes the relative investments of investors pursuant to this offering and the current shareholders of CRS:

	Current Stockholders	Public Investors	
	-----	-----	---
Number of shares of common stock purchased	5,730,000	2,000,000	7
Percentage of outstanding common stock			
after offering (assuming that all 2,000,000 shares being	74%	26%	
offered hereby are sold)			
Gross consideration paid	\$ 500,520	\$2,000,000	\$2
Percentage of consideration paid	20%	80%	
Average consideration paid	\$.09	\$ 1.00	\$

In the future, we may issue additional shares, options and warrants, and we may grant stock options to our employees, officers, directors and consultants under our stock option plan, all of which may further dilute our net tangible book value.

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CAPITALIZATION

The following table sets forth our capitalization as of December 31, 2002 and as adjusted to give effect to the issuance and sale of the 2,000,000 Common Shares offered by the Company at \$1.00 per Common Share for net proceeds of \$1,900,000. This table should be read in conjunction with the financial statements and related notes included elsewhere in this prospectus.

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December 31, 2002

	Actual	Pro Forma (1)	Pro Forma As Adjusted (1)
Stockholders' Equity:			
Common Stock, \$0.0001 par value, 20,000,000 shares authorized; 5,710,000 issued and outstanding (actual), 5,730,000 shares issued and outstanding (pro forma) (1) and 7,730,000 shares issued and outstanding (as adjusted) (1) (2)	\$ 571	\$ 573	\$ 773
Additional Paid-In Capital	465,449	485,447	2,385,247
Retained Earnings (deficit)	(205,619)	(225,619)	(225,619)
Accumulated other comprehensive income	23,092	23,092	23,092
Total Stockholders' Equity	283,493	283,493	2,183,493
Total Capitalization	\$ 283,493	\$ 283,493	\$ 2,183,493

(1) Gives retroactive effect to the issuance of 20,000 shares of Common Stock in February 2003 in lieu of \$20,000 of compensation (finder's fee) to a consultant.

(2) Reflects the issuance of the 2,000,000 shares of Common Shares being offered hereby.

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DIVIDEND POLICY

Holders of the common stock our entitled to dividends when, as and if declared by our Board of Directors out of funds legally available therefore. We have never declared or paid any cash dividends and currently do not intend to pay cash dividends in the foreseeable future on our shares of common stock. We intend to retain earnings, if any, to finance the development and expansion of our business. Payment of future dividends on our common stock will be subject to the discretion of our Board of Directors and will be contingent on future earnings, if any, our financial condition, capital requirements, general business conditions and other factors. Therefore, there can be no assurance that any dividends on our common stock will ever be paid.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We commenced operations on July 1, 2000 through the launching of our website which serves as our platform for our internet based "live and on demand" audio and video productions of a financial road shows, conferences and presentations.

The following discussion should be read in conjunction with our financial statements and notes thereto contained elsewhere in this prospectus. This discussion may contain forward looking statements that could involve risks and uncertainties. For additional information see "Risk Factors".

CRITICAL ACCOUNTING POLICIES

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States, which require management to make estimates and assumptions that affect the reported amount of assets, liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the report amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The critical accounting policies that affect our more significant estimates and assumptions used in the preparation of our financial statements are reviewed and any required adjustments are recorded on a monthly basis.

RESULTS OF OPERATIONS

Substantial positive and negative fluctuations can occur in our business due to a variety of factors, including variations in the economy, and the abilities to raise capital. As a result, net income and revenues in a particular period may not be representative of full year results and may vary significantly in our development stage. In addition results of operations have been in the past and may vary in the future continue to be materially affected by many factors of a national and international nature, including economic and market conditions, currency values, inflation, the availability of capital, the level of volatility of interest rates, the valuation of security positions and investments and legislative and regulatory developments .Our results of operations also maybe materially affected by competitive factors and our ability to attract and retain highly skilled individuals.

Year ended December 31,2002 compared to year ended December 31, 2001

Net loss for the year ended December 31,2002 was (\$162,951), or (\$0.03) per share , compared to a net loss of \$(28,031) or \$(0.01) for the year ended December 31, 2001. Total revenues increased \$14,614 or 138% and total expenses increased by \$149,534 or 387%. The increased expenses were primarily attributed to the raising of capital as well as the company trying to public.

Administrative compensation and employee benefits increased \$36,000 or 120% and professional and consulting fees increased significantly due to the June 1, 2002 private placement.

Share Issuance and other Capital Transactions

During the year ended December 31, 2002 we raised capital of approximately \$500,000 through a private placement with one individual and realized net proceeds of \$392,500.

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DESCRIPTION OF BUSINESS

HISTORY AND DEVELOPMENT

We were incorporated pursuant to the laws of the State of New York on November 1, 1999 under the name Corporate Road Show.com Inc. On July 1, 2000 we launched our website on the Internet and began a limited marketing campaign for our Internet based presentations.

Our basic business model is to help the corporate executive get their story out to a vast but targeted audience over the internet or television, as well as compliment their current marketing plans.

TYPICAL REVENUE PRODUCING TRANSACTION

A client's first experience with us results from the following scenarios: (i) in response to our advertising campaign; (ii) as a recipient of a marketing campaign on behalf of a client; or (iii) after production of our planned financial television programs, in response to such. After the initial discussion, we then determine which format is preferred (i.e. interview, Power Point presentation). We then shoot the interview, edit it with sound and digitize it in either Real Player or the Microsoft Media platform. Lastly, we will broadcast the presentation on the Internet where interested parties can log on and watch the show.

REVENUE BREAKDOWN

We recognize revenue at the time that all services have been substantially completed. We may receive equity securities in certain entities as payments for services provided for these entities. Some of these entities are newly formed, have no operating history, and the market for such securities is very limited. Since there is no assurance that these securities are marketable, we have not recognized any revenue upon receipt. Revenue will be recorded at the time the securities are determined to have a monetary value.

MARKETING APPROACH

Our current marketing plan includes "key word" marketing on major Internet search engines like Lycos, Alta Vista, MSN and Yahoo! CRS bids on key words associated with a particular topic, such as "corporate presentations." A potential client searching the terms "corporate Presentations" on the Internet may see our name at the top of a particular search engine list, thus enabling us to target a spectrum of the public presently in the market for services that we may offer.

STRATEGIC RELATIONSHIPS

On June 18, 2001 CRS was accepted as a member of the American Express Affiliate Program- part of the Linkshare Network (TM). As an American Express Affiliate, CRS can earn anywhere from \$25 to \$45 for each new customer the CRS site generates for American Express. The commission structure is based on the product that is sold. The following is the commission breakdown: Consumer cards \$30, Small Business Corporate cards \$45, Membership Banking \$35 and Merchant

Services \$25.

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COMPETITION

As a result of our cross media operation we compete to some extent with both Internet financial as well as traditional media concerns, most of which have greater resources than ourselves. We believe that as a provider of promotional and marketing services to small and mid-capitalized public companies we have few direct competitors and those that do exist are left to share a potentially significant market. Some of our biggest competitors are MoneyTV, BATV and Yahoo! Net Roadshow. MoneyTV and BATV are restricted solely to producing television programs focused on their clients, while Yahoo! Net Roadshow also appears to have been involved in web-based production in the recent past. Although most of the online financial providers do not yet offer similar services to our own, as the barriers to entry are reasonably low, any of such competitors (such as The Street.Com, MarketWatch.Com, and the Motley Fool) could quickly build in such services and become direct competitors to CRS.

TRADEMARKS AND PATENTS

On February 19, 2003 we filed a service mark application with the United States Patent and Trademark Office.

EMPLOYEES

Currently, we have 2 employees. None of our employees are represented by a labor union. We consider our relationship with our employees to be satisfactory.

PROPERTIES

On November 13, 2002 we entered into a Lease Agreement for one office for a period of twelve months with HQ Global Workplaces for an aggregate rent of \$15,000.

SEASONALITY

We have not found our business to be seasonal in nature.

LEGAL PROCEEDINGS

We are not a party to any pending legal proceeding nor are any legal actions contemplated by us at this time.

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MANAGEMENT

DIRECTORS

Presently, Mr. Frank Ferraro is the only member of our Board of Directors and was appointed to the Board in 1999.

The following table sets forth the name and, as of December 31, 2002, age and position of each director and executive officer of our company.

NAME ----	AGE ---	POSITION -----
Frank Ferraro	39	Chairman, President, Secretary and Treasurer
Vincent Epifanio	39	Senior Vice President

BACKGROUND OF EXECUTIVE OFFICERS, DIRECTORS AND SIGNIFICANT EMPLOYEES

Frank Ferraro has been the Chief Executive Officer and President since inception. Mr. Ferraro has spent the last sixteen years in the financial field. Since April of 1996 Mr. Ferraro has been dually licensed with both Castle and Citadel Securities, respectively as a registered representative. With both Castle and Citadel, Mr. Ferraro helped develop and manage an electronic internet based proprietary trading system as well as a manager of a trading desk. Mr. Ferraro graduated from Hofstra University with a B.B.A. in Accounting in 1986. On April 28, 2003 Mr. Ferraro resigned from Castle Securities and Citadel Securities Corp., respectively.

Vincent Epifanio joined us as our Vice President of Sales and Marketing in January 2003. Mr. Epifanio has been a sales specialist for over 15 years. Most recently prior to CRS from September 1994 to December 2002, Mr. Epifanio was an Account/Sales Manager for Starpoint Solutions, a full service consulting/software firm with revenues over \$80 million annually specializing in the Banking and Brokerage industry. During his tenure with Starpoint, Mr. Epifanio, built his personal sales base to over \$4 million annually. Mr. Epifanio graduated from Binghamton University in 1987 with a dual B.S. degree in Computer Science and Industrial Engineering.

COMPENSATION OF DIRECTORS

We do not pay our Director any fee in connection with his role as a member of our Board. Our Director is reimbursed for travel and out-of-pocket expenses in connection with his attendance at Board meetings.

EMPLOYMENT AGREEMENTS

On January 1, 2003 we entered into an Employment Agreement with Mr. Frank Ferraro, our Chief Executive Officer and Chairman of the Board, for a term of two (2) years commencing on such date, providing for an annual salary of \$90,000 annually. In addition to his annual salary, Mr. Ferraro has the right to participate in any share option plan, share purchase plan, retirement plan or similar plan offer by our company, to the extent authorized by our Board. Mr. Ferraro also has the right to have the company pay for a car of its choosing including all expenses associated therewith.

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EXECUTIVE COMPENSATION

For the fiscal year ended December 31, 2002, our aggregate cash compensation payments to our executive officers and directors for services rendered in these capacities was approximately \$45,000. Mr. Frank Ferraro, our CEO, was paid all \$45,000. No other employee was paid more than \$100,000 in the fiscal year ended 2002.

OPTION GRANTS DURING LAST FISCAL YEAR

Although we adopted a Stock Option Plan in February of 2003, we have yet to award any options under such plan.

SUMMARY OF 2003 STOCK OPTION PLAN

Qualified directors, officers, employees, consultants and advisors of ours and our subsidiaries are eligible to be granted (a) stock options ("Options"), which may be designated as nonqualified stock options ("NQSOs") or incentive stock options ("ISOs"), (b) stock appreciation rights ("SARs"), (c) restricted stock awards ("Restricted Stock"), (d) performance awards ("Performance Awards") or (e) other forms of stock-based incentive awards (collectively, the "Awards"). A director, officer, employee, consultant or advisor who has been granted an Option is referred to herein as an "Optionee" and a director, officer, employee, consultant or advisor who has been granted any other type of Award is referred to herein as a "Participant."

The Omnibus Committee administers the Stock Option Plan and has full discretion and exclusive power to (a) select the directors, officers, employees, consultants and advisors who will participate in the Stock Option Plan and grant Awards to such directors, officers, employees, consultants and advisors, (b) determine the time at which such Awards shall be granted and any terms and conditions with respect to such Awards as shall not be inconsistent with the provisions of the Stock Option Plan, and (c) resolve all questions relating to the administration of the Stock Option Plan. Members of the Omnibus Committee receive no additional compensation for their services in connection with the administration of the Stock Option Plan.

The Omnibus Committee may grant NQSOs or ISOs that are evidenced by stock option agreements. A NQSO is a right to purchase a specific number of shares of common stock during such time as the Omnibus Committee may determine, not to exceed ten (10) years, at a price determined by the Omnibus Committee that, unless deemed otherwise by the Omnibus Committee, is not less than the fair market value of the common stock on the date the NQSO is granted. An ISO is an Option that meets the requirements of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). No ISOs may be granted under the Stock Option Plan to an employee who owns more than 10% of our outstanding voting stock ("Ten Percent Stockholder") unless the option price is at least 110% of the fair market value of the common stock at the date of grant and the ISO is not exercisable more than five (5) years after it is granted. In the case of an employee who is not a Ten Percent Stockholder, no ISO may be exercisable more than ten (10) years after the date the ISO is granted and the exercise price of the ISO shall not be less than the fair market value of the common stock on the date the ISO is granted. Further, no employee may be granted ISOs that first

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become exercisable during a calendar year for the purchase of common stock with an aggregate fair market value (determined as of the date of grant of each ISO) in excess of \$100,000USD. An ISO (or any installment thereof) counts against the annual limitation only in the year it first becomes exercisable.

The exercise price of the common stock subject to a NQSO or ISO may be paid in cash or, at the discretion of the Omnibus Committee, by a promissory note or by the tender of common stock owned by the Option holder or through a combination thereof. The Omnibus Committee may provide for the exercise of Options in installments and upon such terms, conditions and restrictions as it may determine.

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A SAR is a right granted to a Participant to receive, upon surrender of the right, but without payment, an amount payable in cash. The amount payable with respect to each SAR shall be based on the excess, if any, of the fair market value of a share of common stock on the exercise date over the exercise price of the SAR, which will not be less than the fair market value of the common stock on the date the SAR is granted. In the case of an SAR granted in tandem with an ISO to an employee who is a Ten Percent Stockholder, the exercise price shall not be less than 110% of the fair market value of a share of common stock on the date the SAR is granted.

Restricted Stock is common stock that is issued to a Participant at a price determined by the Omnibus Committee, which price per share may not be less than the par value of the common stock, and is subject to restrictions on transfer and/or such other restrictions on incidents of ownership as the Omnibus Committee may determine.

A Performance Award granted under the Stock Option Plan (a) may be denominated or payable to the Participant in cash, common stock (including, without limitation, Restricted Stock), other securities or other Awards and (b) shall confer on the Participant the right to receive payments, in whole or in part, upon the achievement of such performance goals during such performance periods as the Omnibus Committee shall establish. Subject to the terms of the Stock Option Plan and any applicable Award agreement, the performance goals to be achieved during any performance period, the length of any performance period, the amount of any Performance Award granted and the amount of any payment or transfer to be made pursuant to any Performance Award shall be determined by the Omnibus Committee.

The Omnibus Committee may grant Awards under the Stock Option Plan that provide the Participants with the right to purchase common stock or that are valued by reference to the fair market value of the common stock (including, but not limited to, phantom securities or dividend equivalents). Such Awards shall be in a form determined by the Omnibus Committee (and may include terms contingent upon a change of control of the company); provided that such Awards shall not be inconsistent with the terms and purposes of the Stock Option Plan.

The Omnibus Committee determines the price of any such Award and may accept any lawful consideration.

The Omnibus Committee may at any time amend, suspend or terminate the Stock Option Plan; provided, however, that (a) no change in any Awards previously granted may be made without the consent of the holder thereof and (b) no amendment (other than an amendment authorized to reflect any merger, consolidation, reorganization or the like to which we are a party or any

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reclassification, stock split, combination of shares or the like) may be made increasing the aggregate number of shares of the common stock with respect to which Awards may be granted or changing the class of persons eligible to receive Awards, without the approval of the holders of a majority of our outstanding voting shares.

In the event a Change in Control (as defined in the Stock Option Plan) occurs, then, notwithstanding any provision of the Stock Option Plan or of any provisions of any Award agreements entered into between any Optionee or Participant and us to the contrary, all Awards that have not expired and which are then held by any Optionee or Participant (or the person or persons to whom any deceased Optionee's or Participant's rights have been transferred) shall, as of such Change of Control, become fully and immediately vested and exercisable and may be exercised for the remaining term of such Awards.

If we are a party to any merger, consolidation, reorganization or the like, the Omnibus Committee has the power to substitute new Awards or have the Awards be assumed by another corporation. In the event of a reclassification, stock split, combination of shares or the like, the Omnibus Committee shall conclusively determine the appropriate adjustments.

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No Award granted under the Stock Option Plan may be sold, pledged, assigned or transferred other than by will or the laws of descent and distribution, and except in the case of the death or disability of an Optionee or a Participant, Awards shall be exercisable during the lifetime of the Optionee or Participant only by that individual.

No Awards may be granted under the Stock Option Plan on or after February 14, 2013, but Awards granted prior to such date may be exercised in accordance with their terms.

The Stock Option Plan and all Award agreements shall be construed and enforced in accordance with and governed by the laws of New York.

As of December 31, 2003, of the 1,000,000 shares of common stock reserved for issuance under the Stock Option Plan, we have not issued any options to acquire no shares of common stock were granted under the Stock Option Plan.

OTHER

No director or executive officer is involved in any material legal proceeding in which he is suing us or in which he will receive a benefit from the legal proceedings.

CODE OF ETHICS

As we presently have only two employees, we have not yet found the need to adopt a code of ethics. However, it is our intent to adopt such a code with respect to our executive officers once we have a minimum of 5 full-time employees.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

For a description of employment contracts with executive officers,

please refer to the section entitled Executive Compensation - Employment Contracts.

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DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR
SECURITIES ACT LIABILITIES

Our articles of Incorporation and By-Laws provide that our directors and officers will not be personally liable to us or our stockholders for monetary damages due to the breach of a fiduciary duty as a director or officer. New York Business Corporation Law Section 722, provides that we may indemnify any officer, director, employee or agent who is party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, provided he was acting in good faith and in a manner which he reasonably believed to be in, or not opposed to, our best interests, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The indemnification includes all actual and reasonable expenses, including attorney's fees, judgments, fines and settlement amounts. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, does not of itself prevent indemnification so long as the officer or director acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, our best interests, or, with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

In addition, New York Business Corporation Law Section 722 provides that we may indemnify any officer, director, employee or agent who is party to any threatened, pending or completed action or suit brought by us or by our stockholders on our behalf, provided he was acting in good faith and in a manner which he reasonably believed to be in, or not opposed to, our best interests. The indemnification includes all actual and reasonable expenses, including attorney's fees, judgments, fines and settlement amounts. However, indemnification is prohibited as to any suit brought in our right in which the director or officer is adjudged by a court to be liable to us.

To the extent that the officer or director is successful on the merits in any proceeding pursuant to which such person is to be indemnified, we must indemnify him against all actual and reasonable expenses incurred, including attorney's fees.

The foregoing indemnity provisions will limit your ability as shareholders to hold officers and directors liable and collect monetary damages for breaches of fiduciary duty, and require us to indemnify officers and directors to the fullest extent permitted by law.

To the extent that indemnification may be available to our directors and officers for liabilities arising under the Securities Act, we have been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy and therefore unenforceable.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 14, 2003, information regarding the beneficial ownership of our common stock by each person we know to own five percent or more of the outstanding shares, by each of the directors and officers. As of April 14, 2003, there were 5,730,000 shares of our common stock outstanding.

Beneficial ownership has been determined in accordance with Rule 13d-3 of the Exchange Act. Generally, a person is deemed to be the beneficial owner of a security if he has the right to acquire voting or investment power within 60 days. Subject to community property laws, where applicable, the persons or entities named in the table above have sole voting and investment power with respect to all shares of our common stock indicated as beneficially owned by them.

BENEFICIAL OWNER	NUMBER OF BENEFICIALLY OWNED	PERCENTAGE OF SHARES BENEFICIALLY OWNED	
		SHARES BEFORE THE OFFERING	AFTER THE OFFERING
Frank Ferraro	5,000,000	91%	64.0%

The following table sets forth information concerning the beneficial ownership of shares of our Common Stock with respect to stockholders who were known by us to be beneficial owners of more than 5% of our Common Stock as of December 31, 2002. Unless otherwise indicated, the beneficial owner has sole voting and investment power with respect to such shares of Common Stock.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. In accordance with the Securities and Exchange Commission rules, shares of our Common Stock which may be acquired upon exercise of stock options or warrants which are currently exercisable or which become exercisable within sixty (60) days of the date of the table are deemed beneficially owned by the optionees. Subject to community property laws, where applicable, the persons or entities named in the table above have sole voting and investment power with respect to all shares of our Common Stock indicated as beneficially owned by them. Percentage ownership is based on 5,710,000 shares of Common Stock outstanding as of April 14, 2003 and 2,000,000 additional shares of Common Stock to be issued in this offering.

There is no public trading market for our shares of common stock. In addition to Mr. Frank Ferraro our President, we have one other shareholder as found below. For a discussion regarding our dividend policy as related to our common stock please see "Description of Securities."

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BENEFICIAL OWNER	NUMBER OF BENEFICIALLY OWNED	PERCENTAGE OF SHARES BENEFICIALLY OWNED	
		SHARES BEFORE THE OFFERING	AFTER THE OFFERING
Frank Ferraro	5,000,000	91%	64%
Eli Weinstein	500,000	9%	6%

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SELLING SHAREHOLDER

This Prospectus will also be used for the offering of additional shares of our Common Stock owned by Eli Weinstein. Mr. Weinstein may offer for sale up to 100% (500,000 shares) of his holdings in our Common Stock. Mr. Weinstein may offer for sale such shares of our Common Stock from time to time in the open market, in privately negotiated transactions or otherwise. We will not receive any proceeds from such sales. The resale of the securities by Mr. Weinstein is subject to the prospectus delivery and other requirements of the Securities Act.

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DESCRIPTION OF SECURITIES

GENERAL

The following description of our capital stock does not purport to be complete and is subject to and qualified in its entirety by our Articles of Incorporation, as amended, and By-laws, which are included as exhibits to the registration statement of which this prospectus forms a part, and by the applicable provisions of New York law.

We are authorized to issue 20,000,000 shares of common stock, \$0.0001 par value per share, of which 5,730,000 shares were issued and outstanding as of April 14, 2003.

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COMMON STOCK

Holders of shares of our common stock are entitled to share equally on a per share basis in such dividends as may be declared by our Board of Directors out of funds legally available therefor. There are presently no plans to pay dividends with respect to the shares of our common stock. Upon our liquidation, dissolution or winding up, after payment of creditors and the holders of any of our senior securities, if any, our assets will be divided pro rata on a per share basis among the holders of the shares of our common stock. The common stock is not subject to any liability for further assessments. There are no conversion or redemption privileges or any sinking fund provisions with respect to the common stock. The holders of common stock do not have any pre-emptive or other subscription rights.

Holders of shares of common stock are entitled to cast one vote for each share held at all stockholders' meetings for all purposes, including the election of directors. The common stock does not have cumulative voting rights.

All of the issued and outstanding shares of common stock are fully paid, validly issued and non-assessable.

DIVIDEND

We have never declared or paid any cash dividends on our common stock. We anticipate that any earnings will be retained for development and expansion of our business and we do not anticipate paying any cash dividends in the near future. Our Board of Directors has sole discretion to pay cash dividends with respect to our common stock based on our financial condition, results of operations, capital requirements, contractual obligations and other relevant factors.

SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this offering, we will have 7,730,000 shares of common stock outstanding. Of these shares, 2,500,000 shares of common stock will be freely tradeable without further restriction or further registration under the Securities Act, as amended, except for those shares purchased by an "affiliate" of the company (in general, a person who has a control relationship with the company) which will be subject to the limitation of Rule 144 adopted under the Securities Act. The remaining shares (5,230,000) are deemed to be "restricted securities," as that term is defined under Rule 144 promulgated under the Securities Act.

PREFERRED STOCK

We are not authorized to issue any shares of preferred stock.

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TRANSFER AGENT AND REGISTRAR

Our transfer agent is Olde Monmouth Stock Transfer Co., Inc., 200 Memorial Pkwy, Atlantic Highlands , N.J. 07716. Their phone number is 732/872-2727.

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RESALE RESTRICTIONS

All of our shares of common stock issued prior to this offering are "restricted securities" as this term is defined under Rule 144, in that such shares were issued in private transactions not involving a public offering and may not be sold in the U.S. in the absence of registration other than in accordance with Rule 144 under the Securities Act of 1933, as amended, or another exemption from registration. In general, under Rule 144 as currently in effect, any of our affiliates or any person (or persons whose shares are aggregated in accordance with Rule 144) who has beneficially owned our common shares which are treated as restricted securities for at least one (1) year would be entitled to sell within any three-month period a number of shares that does not exceed the greater of 1% of our outstanding common shares (approximately 75,000 shares based upon the number of common shares expected to be outstanding after the offering) or the reported average weekly trading volume in our common shares during the four weeks preceding the date on which notice of such sale was filed under Rule 144. Sales under Rule 144 are also subject to manner of sale restrictions and notice requirements and to the availability of current public information concerning our company. In addition, affiliates of our company must comply with the restrictions and requirements of Rule 144 (other than the one (1) year holding period requirements) in order to sell common shares that are not restricted securities (such as common shares acquired by affiliates in market transactions). Furthermore, if a period of at least two (2) years has elapsed from the date restricted securities were acquired from us or from one of our affiliates, a holder of these restricted securities who is not an affiliate at the time of the sale and who has not been an affiliate for at least three (3) months prior to such sale would be entitled to sell the shares immediately without regard to the volume, manner of sale, notice and public information requirements of Rule 144.

Upon closing of this offering, we intend to file a registration statement for the resale of the common shares that are authorized for issuance under our existing and new stock option plans. We expect this registration statement to become effective immediately upon filing. Shares issued pursuant to our stock option plans to U.S. residents after the effective date of that registration statement (other than shares issued to our affiliates and the employees described below) generally will be freely tradable without restriction or further registration under the Securities Act of 1933.

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PRIVATE PLACEMENT

From June through October 2002, we issued an aggregate of 500,000 shares of common stock to one individual for a total of \$500,000. The proceeds from the sale were used to pay for the expenses associated with the development and introduction of our website as well as general operating expenses.

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PLAN OF DISTRIBUTION

SHARES BEING REGISTERED ON THE COMPANY'S BEHALF

We are registering 2,000,000 shares of our common stock which shall be offered and sold on a self-underwritten basis by us, using our officers, directors or, at our discretion, by participating broker-dealers licensed by the National Association of Securities Dealers, Inc. Although we anticipate being listed on the OTC-Bulletin Board concurrently with the effectiveness of this Prospectus, we may not be. Regardless, we will offer the shares to the public at a price of \$1.00 per share. There is no minimum investment requirement and funds received by us from this offering will not be placed into an escrow account. The offering price of the shares was arbitrarily determined by us. The offering price of the shares does not have any relationship to our assets, book value, or earnings. We reserve the right to reject any subscription in whole or in part, for any reason or for no reason. There can be no assurance that we will sell any or all of the offered shares.

As our offering is "self-underwritten" in nature and at a fixed price of \$1.00 per share, we are unsure whether we will sell any shares of common stock. As a result, we are unable at this time to determine what State, if any, offers or sales will be made. As a result of our recent growth, we believe that unsolicited offers to purchase our common stock will be made. However, we may also seek out broker-dealers to assist us in placing our stock. Regardless of whether we place our stock ourselves or through agents, we will comply with all applicable blue sky requirements of each jurisdiction in which we ultimately offer and sell our shares.

Under the Securities Exchange Act of 1934 and the regulations thereunder, any person engaged in a distribution of the shares of our common stock offered by this prospectus may not simultaneously engage in market making activities with respect to our common stock during the applicable "cooling off" periods prior to the commencement of such distribution.

SHARES BEING REGISTERED ON THE SELLING SHAREHOLDER'S BEHALF

We are also registering 500,000 shares of our common stock held by Mr. Eli Weinstein, the selling shareholder, on his behalf. At any time, the selling shareholder may sell some or all of such shares at any price. The shares will not be sold in an underwritten public offering.

Broker-dealers engaged by the selling shareholder may arrange for other broker-dealers to participate. Broker-dealers may receive commissions or discounts from the selling shareholder (or, if any such broker-dealer acts as agent for the purchaser of such shares, from such purchaser) in amounts to be negotiated. Broker-dealers may agree with the selling shareholder to sell a specified number of such shares at a stipulated price per share, and, to the extent such broker-dealer is unable to do so acting as agent for the selling shareholder, to purchase as principal any unsold shares at the price required to

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fulfill the broker-dealer's commitment to the selling shareholder. Broker-dealers who acquire shares as principal may resell those shares from time to time in the over-the-counter market or otherwise at prices and on terms then prevailing or related to the then-current market price or in negotiated transactions and, in connection with such re-sales, may receive or pay commissions.

The selling shareholder and any broker-dealers participating in the distributions of the shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act. Any profit on the sale of shares by the selling shareholder and any commissions or discounts given to any such broker-dealer may be deemed to be underwriting commissions or discounts. The shares may also be sold pursuant to Rule 144 under the Securities Act of 1933, as amended, beginning one (1) year after the shares were issued.

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Under the Securities Exchange Act of 1934 and the regulations thereunder, any person engaged in a distribution of the shares of our Common Stock offered by this prospectus may not simultaneously engage in market making activities with respect to our Common Stock during the applicable "cooling off" periods prior to the commencement of such distribution. Also, the selling shareholder is subject to applicable provisions that limit the timing of purchases and sales of our Common Stock by the selling shareholder.

We have informed the selling shareholder that, during such time as he may be engaged in a distribution of any of the shares we are registering by this prospectus, he is required to comply with Regulation M. In general, Regulation M precludes the selling shareholder, any affiliated purchasers and any broker-dealer or other person who participates in a distribution from bidding for or purchasing, or attempting to induce any person to bid for or purchase, any security which is the subject of the distribution until the entire distribution is complete. Regulation M defines a "distribution" as an offering of securities that is distinguished from ordinary trading activities by the magnitude of the offering and the presence of special selling efforts and selling methods. Regulation M also defines a "distribution participant" as an underwriter, prospective underwriter, broker, dealer, or other person who has agreed to participate or who is participating in a distribution.

Regulation M prohibits any bids or purchases made in order to stabilize the price of a security in connection with the distribution of that security, except as specifically permitted by Rule 104 of Regulation M. These stabilizing transactions may cause the price of our Common Stock to be less volatile than it would otherwise be in the absence of these transactions. We have informed the selling shareholder that stabilizing transactions permitted by Regulation M allow bids to purchase our Common Stock if the stabilizing bids do not exceed a specified maximum. Regulation M specifically prohibits stabilizing that is the result of fraudulent, manipulative, or deceptive practices. The selling shareholder and distribution participants are required to consult with their own legal counsel to ensure compliance with Regulation M.

LEGAL MATTERS

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The validity of the shares has been passed upon for us by our counsel, Spitzer & Feldman P.C.

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EXPERTS

The financial statements of Corporate Road Show.com Inc. at December 31, 2002 and December 31, 2001 appearing in this registration statement have been audited by Lazar Levine & Felix LLP our independent auditor.

NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN GIVEN ANY INFORMATION OR HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATIONS OTHER THAN THE INFORMATION CONTAINED OR INCORPORATED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY US, BY THE SELLING STOCKHOLDER OR BY ANY OTHER PERSON. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN OUR AFFAIRS SINCE THE DATE HEREOF. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE SHARES DESCRIBED IN THIS PROSPECTUS OR AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY SUCH SHARES IN ANY CIRCUMSTANCES IN, WHICH SUCH OFFER, OR SOLICITATION IS UNLAWFUL.

WHERE YOU CAN FIND MORE INFORMATION

The effectiveness of this registration statement will render us subject to the informational requirements of the Exchange Act, and, we will file reports, proxy statements and other information with the Securities and Exchange Commission as required by federal law. These reports, proxy statements and other information can be inspected and copied at the public reference facilities maintained by the Securities Exchange Commission. Investors may read and copy any of these reports, statements, and other information at the SEC's public reference room located at 450 5th Street, N.W., Washington, D.C., 20549, or any of the SEC's other public reference rooms located in New York and Chicago. Investors should call the SEC at 1-800-SEC-0330 for further information on these public reference rooms upon payment of the fees prescribed by the Securities Exchange Commission. These SEC filings are also available free at the SEC's web site at www.sec.gov.

This prospectus does not contain all of the information set forth in the registration statement, parts of which are omitted to comply with the rules and regulations of the Securities Exchange Commission. For further information, please see the registration statement in its entirety.

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CORPORATE ROAD SHOW.COM INC.

(A DEVELOPMENT STAGE COMPANY)

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INDEPENDENT AUDITORS' REPORT

To the Shareholders
Corporate Road Show.com Inc.
Bohemia, New York

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We have audited the accompanying balance sheets of Corporate Road Show.com Inc. (a development stage company), as of December 31, 2002 and 2001, and the related statements of operations, shareholders' equity (deficit) and cash flows for the years ended December 31, 2002 and 2001 and the cumulative period from inception, November 1, 1999 through December 31, 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above, present fairly, in all material respects, the financial position of Corporate Road Show.com Inc. (a development stage company) and the results of its operations and its cash flows for the periods mentioned in conformity with accounting principles generally accepted in the United States of America.

/s/ LAZAR LEVINE & FELIX LLP

LAZAR LEVINE & FELIX LLP

New York, New York
January 29, 2003

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CORPORATE ROAD SHOW.COM INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

DECEMBER 31,

	----- 2002	----- 2001
--	---------------	---------------

- ASSETS -

CURRENT ASSETS:

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Cash	\$	234,044	\$	459
Prepaid expenses		490		-
		-----		-----
TOTAL CURRENT ASSETS		234,534		459
		-----		-----
EQUIPMENT, AT COST LESS ACCUMULATED DEPRECIATION OF \$700		7,858		-
		-----		-----
OTHER ASSETS:				
Deferred offering costs		15,000		-
Other assets		1,800		-
Investments - long-term		34,725		-
		-----		-----
		51,525		-
		-----		-----
	\$	293,917	\$	459
		=====		=====
- LIABILITIES AND SHAREHOLDERS' EQUITY -				
CURRENT LIABILITIES:				
Accounts payable and accrued expenses	\$	6,580	\$	412
Payroll taxes withheld		3,649		-
Due to officer		195		195
		-----		-----
TOTAL CURRENT LIABILITIES		10,424		607
		-----		-----
COMMITMENTS AND CONTINGENCIES				
SHAREHOLDERS' EQUITY:				
Common stock, \$.0001 par value; 20,000,000 shares authorized, 5,710,000 and 5,200,000 shares issued and outstanding in 2002 and 2001, respectively		571		520
Additional paid-in capital		465,449		42,000
Deficit accumulated during the development stage		(205,619)		(42,668)
Accumulated other comprehensive income		23,092		-
		-----		-----
		283,493		(148)
		-----		-----
	\$	293,917	\$	459
		=====		=====

See accompanying notes.

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CORPORATE ROAD SHOW.COM INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	CUMULATIVE DURING THE DEVELOPMENT STAGE (NOVEMBER 1, 1999 TO FOR THE YEAR ENDED DECEMBER 31, ----- DECEMBER 31, 2002) 2002 2001 -----		
REVENUES	\$ 35,764	\$ 25,189	\$ 10,575
	-----	-----	-----
COSTS AND EXPENSES:			
Production costs	10,450	6,900	3,550
Computer expenses	2,817	569	1,228
Compensation	108,000	66,000	30,000
Advertising and promotion	15,448	14,400	1,048
Professional fees	79,278	78,450	175
Other expenses	25,390	21,821	2,605
	-----	-----	-----
	241,383	188,140	38,606
	-----	-----	-----
NET LOSS	\$ (205,619)	\$ (162,951)	\$ (28,031)
	=====	=====	=====
LOSS PER SHARE:			
Basic and diluted	\$ (.04)	\$ (.03)	\$ (.01)
	=====	=====	=====
Weighted average number of common shares outstanding	5,229,998	5,336,989	5,200,000
	=====	=====	=====

See accompanying notes.

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CORPORATE ROAD SHOW.COM INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF SHAREHOLDERS' EQUITY

	COMMON NUMBER	STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE	ACCUMULATED OTHER COMPREHENSIVE INCOME	
	-----	-----	-----	-----	-----	
At inception, November 1, 1999	--	\$ --	\$ --	\$ --	\$ --	\$ --
Issuance of common units	5,200,000	520	--	--	--	
Net loss for period ended December 31, 1999	--	--	--	(623)	--	
	-----	-----	-----	-----	-----	-----
BALANCE AT DECEMBER 31, 1999	5,200,000	520	--	(623)	--	
Officers' compensation	--	--	12,000	--	--	
Net loss for year ended December 31, 2000	--	--	--	(14,014)	--	(
	-----	-----	-----	-----	-----	-----
BALANCE AT DECEMBER 31, 2000	5,200,000	520	12,000	(14,637)	--	
OFFICERS' COMPENSATION	--	--	30,000	--	--	
NET LOSS FOR YEAR ENDED DECEMBER 31, 2001	--	--	--	(28,031)	--	(
	-----	-----	-----	-----	-----	-----
BALANCE AT DECEMBER 31, 2001	5,200,000	520	42,000	(42,668)	--	
OFFICERS' COMPENSATION	--	--	21,000	--	--	
COMPENSATORY SHARES	10,000	1	9,999	--	--	
UNREALIZED GAIN ON EQUITY SECURITIES	--	--	--	--	23,092	
SALE OF COMMON SHARES	500,000	50	392,450	--	--	3
NET LOSS FOR YEAR ENDED DECEMBER 31, 2002	--	--	--	(162,951)	--	(1
	-----	-----	-----	-----	-----	-----
BALANCE AT DECEMBER 31, 2002	5,710,000	\$ 571	\$ 465,449	\$ (205,619)	\$ 23,092	\$ 2
	=====	=====	=====	=====	=====	=====

See accompanying notes.

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CORPORATE ROAD SHOW.COM INC.
 (A DEVELOPMENT STAGE COMPANY)
 STATEMENTS OF CASH FLOWS

	CUMULATIVE DURING THE DEVELOPMENT STAGE (NOVEMBER 1, 1999 TO YEAR ENDED DECEMBER 31, DECEMBER 31, 2002) 2002 2001 ----- ----- -----		
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS:			
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (205,619)	\$ (162,951)	\$ (28,031)
Adjustments to reconcile net loss to net cash used by operating activities:			
Depreciation	700	700	--
Officer's compensation	63,000	21,000	30,000
Compensatory shares	10,000	10,000	--
Changes in assets and liabilities:			
Prepaid expenses	(490)	(490)	--
Investments held for sale	(11,633)	(11,633)	--
Accrued expenses	6,580	6,168	238
Payroll taxes payable	3,649	3,649	--
	-----	-----	-----
Net cash provided (used) by operating activities	(133,813)	(133,557)	2,207
	-----	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of equipment	(8,558)	(8,558)	--
Security deposits	(1,800)	(1,800)	--
	-----	-----	-----
NET CASH (USED BY) INVESTING ACTIVITIES	(10,358)	(10,358)	--
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net proceeds from (repayments of) officer's loans	195	--	(2,073)

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Offering costs	(15,000)	(15,000)	--
Sale of equity units	393,020	392,500	--
	-----	-----	-----
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	378,215	377,500	(2,073)
	-----	-----	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS	234,044	233,585	134
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	--	459	325
	-----	-----	-----
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 234,044	\$ 234,044	\$ 459
	=====	=====	=====

See accompanying notes.

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CORPORATE ROAD SHOW.COM INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002 AND 2001

NOTE 1 - DESCRIPTION OF COMPANY:

Corporate Road Show.com Inc. (the "Company") was organized in the state of New York on November 1, 1999. The Company is presently an internet-based marketing operation which produces corporate videos available on both the worldwide web via its website or in a hardcopy format. The website serves as a portal for companies to showcase their products and market their goods and services to the business and financial communities. The Company has the capabilities to offer clients custom made "live" and "on demand" video and audio productions as well as compact disk and DVD copies by writing, shooting, editing and prepping in-house as well as hosting such presentations on its website.

The Company is considered as being in the development stage, since its inception, in accordance with Statement of Financial Accounting Standards No. 7 ("SFAS 7"), and its fiscal year end is December 31. As shown in the accompanying financial statements, the Company has generated minimal revenues to date, and incurred cumulative losses of \$205,619 through December 31, 2002.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The Company's accounting policies are in accordance with accounting principles generally accepted in the United States of America. Outlined below are those policies considered particularly significant.

(A) USE OF ESTIMATES:

In preparing financial statements in accordance with accounting principles generally accepted in the United States of America, management makes certain estimates and assumptions, where applicable, that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. While actual results could differ from those estimates, management does not expect such variances, if any, to have a material effect on the financial statements.

(B) STATEMENTS OF CASH FLOWS:

For purposes of the statements of cash flows the Company considers all highly liquid investments purchased with a remaining maturity of three months or less to be cash equivalents.

(C) FAIR VALUE:

The Company's financial instruments currently consists of cash and cash equivalents, accounts payable and debt obligations. The recorded values of cash and cash equivalents and accounts payable approximate their fair values based on their short-term nature. The recorded values of debt obligations approximate their fair values, as interest approximates market rates.

(D) FIXED ASSETS:

Fixed assets are recorded at cost. Depreciation and amortization are provided on a straight-line basis over 5 years.

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CORPORATE ROAD SHOW.COM INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002 AND 2001

(E) DEFERRED OFFERING COSTS:

The Company, in connection with a proposed offering ("the

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Offering") of its securities, has incurred certain costs which have been deferred and which will be charged against the proceeds upon completion of the Offering or charged to expense in the event the Offering is not completed.

(F) REVENUE RECOGNITION:

The Company recognizes revenue at the time that all services have been substantially completed. The Company has received equity securities in certain entities as payments for services provided for these entities. Some of these entities are newly formed, have no operating history, and the market for such securities is very limited. Since there is no assurance that these securities are marketable, the Company has not recognized any revenue upon receipt. Revenue will be recorded at the time the securities are determined to have a monetary value.

(G) INCOME TAXES:

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for operating loss and tax credit carry forwards and for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not that such assets will be realized.

(H) LOSS PER COMMON SHARE:

Loss per common share was calculated by dividing the net loss by the weighted average number of shares outstanding for each period presented.

(I) STATEMENT OF COMPREHENSIVE INCOME:

Other comprehensive income items under SFAS 130 are transactions recorded in shareholders' equity during the year, excluding net income and transactions with shareholders.

Investments in debt and equity securities are classified as available-for-sale, held-to-maturity or as part of a trading portfolio. As of December 31, 2002 and 2001, the Company had no significant investments in securities classified as either held-to-maturity or trading. Securities classified as available-for-sale are carried at fair value and their unrealized gains and losses, net of tax, are reported as accumulated other comprehensive income (loss).

NOTE 3 -

DUE TO OFFICER:

The Company had received non-interest bearing advances from its officer/major shareholder in order to fund its operations. As of December 31, 2002 and 2001, such advances aggregated \$195. The

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Company repaid this advance in 2003.

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CORPORATE ROAD SHOW.COM INC.
 (A DEVELOPMENT STAGE COMPANY)
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2002 AND 2001

NOTE 4 - SHAREHOLDERS' EQUITY:

In 1999, subsequent to inception, the company issued 5,200,000 shares of its common stock for \$520.

During 2002, the Company issued 500,000 shares of common stock at a per share price of \$1.00, receiving \$392,500 in net cash proceeds. The Company also issued 10,000 shares of common stock in lieu of payment of professional fees aggregating \$10,000.

NOTE 5 - INCOME TAXES:

	2002	2001
Deferred tax assets and liabilities consist of the following:		
DEFERRED TAX ASSETS:		
Net operating loss carry forwards	\$ 47,745	\$ 22,000
Less valuation allowance	(47,745)	(22,000)
	-----	-----
	\$ --	\$ --
	=====	=====

No provision for Federal and state income taxes has been recorded since the Company has incurred losses since inception. Deferred tax assets at December 31, 2002 and 2001 consist primarily of the tax effect of the net operating losses that expire in years beginning in 2011 and which amounts to approximately \$133,000 at December 31, 2002. The Company has provided a 100% valuation allowance on the deferred tax assets at December 31, 2002 and 2001 to reduce such asset to zero, since there is no assurance that the Company will generate future taxable income to utilize such asset. Management will review this valuation allowance periodically and make adjustments as warranted.

NOTE 6 - COMMITMENTS:

LEASE:

Effective December 1, 2002 the Company entered into a lease for

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office space and ancillary services. This lease requires monthly payments of \$1,250 and has an initial term of 12 months.

EMPLOYMENT AGREEMENTS:

On January 1, 2003 the Company entered into an Employment Agreement with its Chief Executive Officer and Chairman of the Board, for a term of two (2) years commencing on such date, providing for an annual salary of \$90,000 annually. In addition to his annual salary, this officer has the right to participate in any share option plan, share purchase plan, retirement plan or similar plan offer by the Company, to the extent authorized by the Board.

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CORPORATE ROAD SHOW.COM INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002 AND 2001

NOTE 7 - PROPOSED PUBLIC OFFERING:

The Company is currently preparing a registration statement for an initial public offering of its common stock. The Company intends to offer 2,500,000 shares of common stock, at \$1.00 per share, which includes 500,000 shares of common stock offered by a selling stockholder. The Company will not receive any proceeds from the sale of the shares of common stock being offered by the selling shareholder.

The shares of Company common stock will be offered and sold on a self-underwritten basis by using Company officers, directors, participating licensed broker-dealers or in private transactions.

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

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Item 24. Indemnification of Directors.

CRS's Certificate of Incorporation permits indemnification to the fullest extent permitted by New York law. CRS's by-laws require CRS to indemnify any person who was or is an authorized representative of CRS, and who was or is a party or is threatened to be made a party to any corporate proceeding, by reason of the fact that such person was or is an authorized representative of CRS, against expenses, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such third party proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of CRS and, with respect to any criminal third party proceeding (including any action or investigation which could or does lead to a criminal third party proceeding) had no reasonable cause to believe such conduct was unlawful. CRS shall also indemnify any person who was or is an authorized representative of CRS and who was or is a party or is threatened to be made a party to any corporate proceeding by reason of the fact that such person was or is an authorized representative of CRS, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such corporate action if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of CRS, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to CRS unless and only to the extent that the court in which such corporate proceeding was pending shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such authorized representative is fairly and reasonably entitled to indemnity for such expenses which any court shall deem proper. Such indemnification is mandatory under CRS's by-laws as to expenses actually and reasonably incurred to the extent that an authorized representative of CRS has been successful on the merits or otherwise in defense of any third party or corporate proceeding or in defense of any claim, issue or matter therein. The determination of whether an individual is entitled to indemnification may be made by a majority of disinterested directors, independent legal counsel in a written legal opinion or the shareholders. CRS currently does not maintain a directors and officers liability insurance policy.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling CRS pursuant to the foregoing provisions, CRS has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in that Act and is therefore unenforceable.

Item 25. Other Expenses of Issuance and Distribution.

The estimated expenses of the distribution, all of which are to be borne by us, are as follows. All amounts are estimates except the Securities and Exchange Commission registration fee:

Registration Fee.....	\$ 230
Printing and Engraving Expenses.....	\$ 5,000
Accounting Fees and Expenses.....	\$ 15,000
Legal Fees and Expenses.....	\$ 50,000
Transfer Agent's Fees and Expenses.....	\$ 1,500
Miscellaneous.....	\$ 7,500
Total.....	\$ 77,500

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Item 26. Recent Sale of Unregistered Securities.

Set forth below is information regarding the issuance and sales of CRS' common stock without registration during the last three (3) years. No such sales involved the use of an underwriter.

1. On November 1, 1999, we were incorporated pursuant to the New York Business Corporation Law. Upon our incorporation 5,000,000 shares were issued to our founding shareholder. This transaction by us did not involve any public offering and was exempt from the registration requirements under the Securities Act pursuant to Section 4(2) thereof.
2. In June 2002 we issued 250,000 shares of common stock to Eli Weinstein, an accredited investor, for consideration of \$250,000. In October 2002 we issued 250,000 shares of common stock to Mr. Weinstein for \$250,000. We paid a finder's fee to Five Flags, Inc. of \$100,000. These issuances of shares of common stock to Mr. Weinstein by us did not involve any public offering and was exempt from the registration requirements under the Securities Act pursuant to Section 4(2) thereof.
3. In November 2002 we issued 10,000 shares of common stock to David Kagel as consideration for services rendered. Such offering was exempt from the registration requirement under the Securities Act pursuant to Section 4(2) thereof. Mr. Kagel is an accredited investor. This transaction did not involve any public offering and was exempt from the registration requirements under the Securities Act pursuant to Section 4(2) thereof.
4. In February of 2003 we issued 20,000 shares to Benjamin Lapin as part of a finder's fee arrangement we had with Mr. Lapin, a non-accredited investor. Mr. Lapin, in addition to having access to the books and records of CRS as well as ample access to our management, was considered sophisticated enough to understand the risks of an investment in CRS. This transaction did not involve any public offering and was exempt from the registration requirements under the Securities Act pursuant to Section 4(2) thereof.

ITEM 26. EXHIBITS

EXHIBIT NO.	DESCRIPTION
3.1	Articles of Incorporation of the Registrant*
3.2	By-laws of the Registrant*
4.1	Specimen Common Stock Certificate*
5.1	Opinion of Spitzer & Feldman P.C. with respect to the validity of the shares being registered
10.1	American express Agreement *
10.2	HQ Lease*
10.3	2003 Omnibus Stock Purchase Agreement, dated February 14, 2003*
10.5	Form of Subscription Agreement*
10.6	Ferraro Employment Agreement*
23.1	Consent of Lazar, Levine & Felix LLP
23.2	Consent of Spitzer & Feldman P.C. (included in Exhibit 5.1)

* To be filed by amendment.

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Item 27. Undertakings.

A. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

B. We hereby undertake:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To specify in the prospectus any facts or events arising after the effective date of the Registration Statement or most recent post-effective amendment thereof which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered, if the total dollar value of securities offered would not exceed that which was registered, and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b), Section 230.424(b) of Regulation S-B, if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any additional or changed material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

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- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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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 York, on April 30, 2003.

CORPORATE ROAD SHOW.COM INC.

By: /s/ Frank Ferraro

Frank Ferraro
Chairman, Chief Accounting Officer
and Chief Executive Officer