

Edgar Filing: NOVA COMMUNICATIONS LTD - Form 8-K

NOVA COMMUNICATIONS LTD  
Form 8-K  
October 04, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

FORM 8-K

-----

Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 21, 2004

NOVA COMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| DELAWARE  | 333-82608                   | 95-4756822                           |
| -----   | -----                       | -----                                |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 370 AMAPOLA AVE. # 202, TORRANCE, CALIFORNIA | 90501      |
| -----  | -----      |
| (Address of principal executive offices)     | (Zip Code) |

Registrant's telephone number, including area code: (310) 642-0200

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 5- CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

The Board of Directors approved a 1 for 100 reverse stock split. On September 21, 2004, the company filed a Certificate of Change with the Nevada Secretary of State pursuant to the Nevada Business Corporation Act

## Edgar Filing: NOVA COMMUNICATIONS LTD - Form 8-K

reflecting the reverse stock split. In addition to the reverse stock split, the Certificate of Change also reduced the company's authorized capital stock to 5,000,000 shares of common stock and 100,000 shares of preferred stock.

On September 28, 2004, the company notified the NASDAQ of the proposed reverse split as required by the 10-day notice provisions of Rule 10b-17 under the Securities Exchange Act of 1934. The reverse stock split will be effective for shareholders of record as of October 8, 2004.

### SECTION 9- FINANCIAL STATEMENTS AND EXHIBITS

#### ITEM 9.01 EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|-------------|-------------|
|-------------|-------------|

|      |  |
|------|--|
| 3.01 | Certificate of Change dated September 21, 2004 |
|------|--|

#### SIGNATURES

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

Nova Communications Ltd.

By: /s/ Kenneth D. Owen  
President

Dated: October 4, 2004.