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ONCOURSE TECHNOLOGIES INC

Form S-8 May 11, 2001

As filed with the Securities and Exchange Commission on May 10, 2001

Registration No. 333-

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

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

OnCourse Technologies, Inc

(Exact name of registrant as specified in its charter)

Nevada 91-1922441

(State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.)

3106 South 166th Street, New Berlin, WI

(Address of Principal Executive Offices) (Zip Code)

> OnCourse Technologies, Inc. Stock Option Plan (Full title of the plan)

Bernard A. Woods, III, Chairman of the Board and Chief Executive Officer

3106 South 166th Street, New Berlin, WI 53151 _____

(Name and address of agent for service)

(262) 860-0565 _____

(Telephone number, including area code, of agent for service)

COPIES TO:

Charles B. Jarrett, Esquire Griffith, McCague & Fernsler, P.C. The Gulf Tower, Suite 3626 707 Grant Street Pittsburgh, PA 15219 (412) 803-3690

CALCULATION OF REGISTRATION FEE

Proposed

Title of each Proposed maximum

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class of maximum aggregate Amount of securities Amount to be offering price offering registration to be registered registered per share price (1)