

SIMEX TECHNOLOGIES INC
Form 10KSB/A
November 27, 2007

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

FORM 10-KSB/A

AMENDMENT NO. 1

(Mark One)

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 00-26599

SIMEX TECHNOLOGIES, INC.

(Name of small business issuer in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

58-2465647
(I.R.S. Employer Identification No.)

4545 Wieuca Road, Bldg 2

Atlanta, Georgia 30342

(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (404) 236-0134

Securities registered under Section 12(b) of the Exchange Act:

Common Stock, \$0.001 par value

Title of Class

Securities registered under Section 12(g) of the Exchange Act: None

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. Yes ☐ No ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
X No _____

The issuer's revenues for its most recent fiscal year: \$0.

The aggregate market value of the shares of Common Stock held by non-affiliates of the Registrant, as of October 31, 2007 was \$11,776,143 based upon the closing price of \$0.86 per share as reported by the trading and market services of the Pink Sheets.

As of October 31, 2007, the Registrant had outstanding 29,026,929 shares of its Common Stock.

Transitional Small Business Disclosure Format (check one): Yes [___]; No [X]

This Form 10-KSB/A is being filed to include Exhibit 23, which was inadvertently omitted from the original Form 10-KSB.

PART IV.

ITEM 13. EXHIBITS.

Reference is made to the Index to Exhibits following the signature page to this report for a list of all exhibits filed as part of this report.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Simex Technologies, Inc.

Dated: November 27, 2007

/s/ Kjell I. Jagelid

Kjell I. Jagelid, Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates stated.

Dated: November 27, 2007

/s/ Kjell I. Jagelid

Kjell I. Jagelid, Chairman and Chief Executive Officer
(Principle Executive Officer and Principle Financial Officer)

Dated: November 27, 2007

/s/ Warren L. Traver

Warren L. Traver, Director

EXHIBIT INDEX

Exhibit Number	Description and Incorporation by Reference
2.1	Plan of Merger (1)
2.2	Exchange Agreement with Probity Investigations, Inc. (2)
2.3	First Amendment to Exchange Agreement with Probity Investigations, Inc. (3)
2.4	Amended and Restated Agreement and Plan of Share Exchange between the Company and Red Alert Group, Inc. (4)
2.5	Agreement and Plan of Merger between Simex Technologies, Inc., Simex CT Acquisition Corp., and College Tonight, Inc. (5)
3.1	Certificate of Incorporation (1)
3.2	By-Laws (1)
3.3	Certificate of Designation of Series A Voting Convertible Preferred Stock (4)
4.1	Form of Common Stock Certificate of the Company (1)
10.1	Mutual Rescission Agreement with Probity Investigations, Inc. executed in February 2007 (6)
10.2	Mutual Rescission Agreement with Probity Investigations, Inc. executed in August 2007 (6)
10.3	Mutual Rescission Agreement with Red Alert Group, Inc. dated January 6, 2006 (6)
10.4	Modification to Mutual Rescission Agreement with Red Alert Group, Inc. dated December 21, 2006 (6)
11**	Statement re: computation of earnings per share
23*	Consent of Connolly, Grady & Cha, P.C.
31	Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer and Chief Financial Officer
32	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2003

* Filed herewith.

** Included within financial statements.

(1) Incorporated by reference from our Registration Statement on Form 10-SB, filed with the Commission on September 14, 1999.

(2) Incorporated by reference from our Quarterly Report on Form 10-QSB, for the quarter ended September 30, 2003, filed with the Commission on November 14, 2003.

(3) Incorporated by reference from our Current Report on Form 8-K dated December 5, 2003, and, filed with the Commission on December 5, 2003.

(4) Incorporated by reference from our Current Report on Form 8-K dated August 19, 2004, and, filed with the Commission on September 3, 2004.

(5) Incorporated by reference from our Current Report on Form 8-K dated October 12, 2007, and, filed with the Commission on October 18, 2007.

(6) Incorporated by reference from our Quarterly Report on Form 10-QSB, for the quarter ended September 30, 2004, filed with the Commission on November 14, 2007.