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800AMERICA COM INC  
Form S-8  
July 18, 2001

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

800America.com, Inc.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Nevada  
(State or Other Jurisdiction of  
Incorporation or Organization)

87-0567884  
(I.R.S. Employer  
Identification Number)

1929 So. 21st Avenue  
Nashville, Tennessee, 37212

-----  
(Address of Principal Executive Offices and Zip Code)

800America.com, Inc. Stock Option Plan

-----  
(Full Title of the Plan)

Elie Rabi  
Chief Executive Officer and President

800America.com, Inc.  
1929 So. 21 st Avenue  
Nashville, Tennessee

-----  
(Name and Address of Agent For Service)

800.999.5048

-----  
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

John L. Thomas, Esquire  
18 Beth Drive  
Moorestown, NJ 08057

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CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maxi Aggregate Offer Price
Common Stock, \$.001 Par Value	3,000,000 shares	\$3.15 (1)	\$9,450,000
Total Fee			

- (1) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices for the Common Stock on July 16, 2001, as reported by the Nasdaq Electronic Bulletin Board.

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This registration statement relates to a total of 3,000,000 shares of common stock, \$.001 par value (the "Common Stock"), which are reserved for future sale and issuance by 800America.com, Inc. (the "Company") of options granted or to be granted under the 800America.com, Inc. Stock Option Plan.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed with the Commission by the Company are incorporated in this registration statement by reference:

- (a) the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31,2000;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the registrant document referred to in (a) above; and
- (c) the description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A under Section 12(g) of the Exchange Act, filed December 17, 1999 including any amendment or report filed to update the description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective

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amendment which indicates that all shares of Common Stock offered have been sold or which deregisters all shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

NONE

### ITEM 6. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Company's Amended and Restated By-Laws contain provisions indemnifying the Company's directors to the fullest extent permitted by the General Corporation Law of Nevada ("the CGL"). The applicable provision of the CGL provides that a director may be indemnified against expenses, including attorneys fees, judgments, financial amounts paid in settlement incurred in connection with the action, suit or proceeding if the director acted in good faith and in a manner which the director reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

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### ITEM 8. EXHIBITS

Exhibit Number -----	Description -----
4	800America.com, Inc. Stock Option Plan
5	Opinion and Consent of John L. Thomas, Esquire.
23	Consent of Jack F. Burke, Jr., CPA

### ITEM 9. UNDERTAKINGS

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- A. The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any 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.
  - (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 herein, 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 end of the offering.
- B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement 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.
- C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant 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, the registrant will, unless in the opinion of its 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 Act and will be governed by the final adjudication of such issue.

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SIGNATURES  
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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration

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statement to be signed on its behalf by the undersigned, thereunto duly authorized, in city of Nashville, State of Tennessee, on the 17th day of July, 2001.

800America.com, Inc.

By: /s/ Elie Rabi

-----  
Elie Rabi  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ Elie Rabi ----- Elie Rabi	Director, Chairman of the Board, Chief Executive Officer, President (Principal Executive Officer and Principal Financial and Accounting Officer)	July 17, 2001
/s/ Bobby Walley ----- Bobby Walley	Director	July 17, 2001
/s/ Darvin D. Pierce ----- Darvin D. Pierce	Director	July 17, 2001

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EXHIBIT INDEX  
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23            Consent of Jack F. Burke, Jr., CPA.

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