

ONLINE VACATION CENTER HOLDINGS CORP  
Form 10-K/A  
March 31, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K/A**

**AMENDMENT NO. 1**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period \_\_\_\_ from \_\_\_\_\_ to

Commission file number: 0-32137

**ONLINE VACATION CENTER HOLDINGS CORP.**

(Name of Small business Issuer in Its Charter)

Florida	65-0701352
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1801 N.W. 66TH Avenue, Suite 102, Plantation, FL 33313

(Address of Principal Executive Offices) (Zip Code)

Issuer's Telephone Number, Including Area Code:

(954) 377-6400

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.0001 par value per share

Edgar Filing: ONLINE VACATION CENTER HOLDINGS CORP - Form 10-K/A

Indicate by check mark if the registrant is a well-known issuer, as defined in Rule 405 of the Securities Act. Yes   
No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes   
No

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 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

Indicate by check mark if disclosure pursuant to Item 405 of Regulation S-K is not contained herein and will not 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-K or any amendment to this Form 10-K.

Indicate by check mark whether registrant is a large accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-Accelerated filer

Smaller reporting company

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

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$1,958,589 as of December 31, 2008 based on the closing price of the issuer's common stock on the Over-the-Counter Bulletin Board on said date (\$0.50 per share). For purposes of the foregoing computation, all executive officers, directors and 10% beneficial owners of the registrant are deemed to be affiliates.

The number of shares outstanding of the registrant's common stock as of December 31, 2008:  
17,252,777

Documents Incorporated By Reference: None.

Transitional Small Business Disclosure Format: Yes  No

## EXPLANATORY STATEMENT

This Amendment on Form 10-K/A is being filed for the purpose of amending Part IV, Item 15 of Online Vacation Center Holdings Corp. Form 10-K Annual Report for the fiscal year ended December 31, 2008, originally filed with the Securities and Exchange Commission on March 27, 2009 for the sole purpose of attaching Exhibit 21.1 which was inadvertently omitted from the Annual Report. As required by Rule 12b-15 of the Exchange Act, we are also filing Exhibits 31.1, an amended Certification of our Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Exhibit 31.2, an amended Certification of our Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Except as described above, no other changes have been made in this Form 10-K that modify or update other disclosures as presented in the Annual Report filed on March 27, 2009.

### Item 15 – Exhibits, Financial Statement Schedules

<u>Exhibit No.</u>	<u>Exhibit Description</u>
--------------------	----------------------------

2.1	Acquisition Agreement, dated March 31, 2008, by and among Online Vacation Center Holdings Corp., Phoenix International Publishing LLC, and Simon Todd (incorporated by reference to Exhibit 2.1 in the Company's Current Report on Form 8-K filed with the SEC on April 2, 2008).
-----	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

3.1	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 in the Company's Current Report on Form 8-K/A filed with the SEC on March 21, 2006).
-----	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

3.2	Bylaws (incorporated by reference to Exhibit 3.2 in the Company's Form 10-SB filed with the SEC on December 19, 2000).
-----	------------------------------------------------------------------------------------------------------------------------

10.1	Termination of Consulting Agreement effective as of September 30, 2007 between the Company and Richard A. McKinnon (incorporated by reference to Exhibit 10.1 in the Company's Quarterly Report on Form 10-QSB for the quarter ended September 30, 2007).
------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

10.2	Employment Agreement dated March 16, 2006 between the Company and Edward B. Rudner (incorporated by reference to Exhibit 10.1 in the Company's Current Report on Form 8-K/A filed with the SEC on March 21, 2006).
------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

10.3	2005 Management and Director Equity Incentive and Compensation Plan (incorporated by reference to Exhibit 4.1 in the Company's Current Report on Form 8-K/A filed with the SEC on March 21, 2006). *
------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

10.4	Form of Restricted Share Agreement and Non-Qualified Stock Option for the Plan (incorporated by reference to Exhibit 4.2 and 4.3 in the Company's Current Report on Form 8-K/A filed with the SEC on March 21, 2006). *
------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

10.5	Online Vacation Center Holdings Corp. Deferred Compensation Plan (incorporated by reference) to Exhibit 10.2 in the Company's Quarterly on Form 10-QSB for the quarter ended June 30, 2006.) *
------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

14.1 Code of Ethics (incorporated by reference to Exhibit 14 in the Company's Annual Report on Form 10-KSB for fiscal 2004 filed with the SEC on March 12, 2004)

21.1 Subsidiaries +

31.1 Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. +

31.2 Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. +

32.1 Certification by Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (incorporated by reference to Exhibit 32.1 in the Company's Annual Report on Form 10-K for fiscal 2008 filed with the SEC on March 27, 2009)

32.2 Certification by Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (incorporated by reference to Exhibit 32.2 in the Company's Annual Report on Form 10-K for fiscal 2008 filed with the SEC on March 27, 2009)

---

\* Management Compensatory Plan

+ Filed herewith

**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, thereunto duly authorized.

ONLINE VACATION CENTER HOLDINGS CORP.

By: /s/ Edward B. Rudner

Edward B. Rudner

Chief Executive Officer, President, Chief Financial Officer  
and Director

Date: March 31, 2009

