

PUBLIC CO MANAGEMENT CORP
Form 10KSB/A
January 26, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-KSB/A
(Amendment No. 2)

(Mark One)

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

For the fiscal year ended September 30, 2008

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

For the transition period from _____ to _____

Commission File Number 000-50098

PUBLIC COMPANY MANAGEMENT CORPORATION
(Name of small business issuer in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

88-0493734
(I.R.S. Employer Identification No.)

5770 El Camino Rd, Las Vegas, NV
(Address of principal executive offices)

89118
(Zip Code)

Issuer's telephone number (702) 222-9076

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

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

Common Stock, \$.001 par value per share
(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

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 the 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.

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

The issuer's revenue for the most recent fiscal year ended September 30, 2008 was \$837,089.

The aggregate market value of the voting and non-voting common equity held by non-affiliates was \$293,421 as of December 26, 2008, based upon the per share closing sale price of \$0.03 on such date.

As of December 12, 2008, there were outstanding 29,276,816 shares of the registrant's common stock, \$.001 par value per share.

Transitional Small Business Disclosure Format: Yes No

EXPLANATORY NOTE

Public Company Management Corporation ("PCMC") is amending its annual report on Form 10-KSB for the fiscal year ended September 30, 2008 which was originally filed with the Securities and Exchange Commission on December 30, 2008, and amended on January 5, 2009. This amendment includes the proper certifications from PCMC's Chief Executive Officer and Chief Financial Officer, as required by Sections 302. The certifications which were originally provided did not include paragraph 4(b) regarding our management's internal control report.

Except for the amended information in our Form 10-KSB/A filed on January 5, 2009, and the foregoing amended information, our Forms 10-KSB/A continue to speak as of the date of the original filing on December 30, 2008, and PCMC has not updated the disclosures contained herein to reflect events that occurred at a later date unless otherwise noted.

Item 13. Exhibits.

Exhibit No. Description of Exhibit

3.1(1)(2)	Articles of Incorporation
3.2(1)	Bylaws
3.3(2)	Amendment to Articles of Incorporation
3.4(2)	Amended Bylaws
10.1(4)	Subscription Agreement accepted July 22, 2008
14(3)	Code of Ethics
21(3)	Subsidiaries of PCMC
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1(5)	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herein

- (1) Filed as Exhibits 3.1 and 3.2, respectively, to the registrant's Form 10-SB filed with the SEC on November 19, 2002, and incorporated herein by reference.
- (2) Filed as Exhibits 3.1 (along with the Articles of Incorporation) and Exhibit 3.2, respectively, to the registrant's Form 10-QSB filed with the SEC on May 18, 2005, and incorporated herein by reference.
- (3) Filed as Exhibit 14 and Exhibit 21, respectively, to the registrant's Form 10-KSB filed with the SEC on December 28, 2006, and incorporated herein by reference.
- (4) Filed as Exhibit 10.1 to the registrant's Form 10-KSB filed with the SEC on December 30, 2008, and incorporated herein by reference.
- (5) Filed as Exhibit 32.1 to the registrant's Form 10-KSB/A filed with the SEC on January 5, 2009, and incorporated herein by reference.

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.

PUBLIC COMPANY MANAGEMENT CORPORATION

Date: January 19, 2009 By: /s/ Stephen Brock
Name: Stephen Brock
Title: President and Chief Executive Officer

In accordance with the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Stephen Brock Stephen Brock	President, Chief Executive Officer and Director (Principal Executive Officer)	January 26, 2009
/s/ Trae O'Neil High Trae O'Neil High	Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 26, 2009