ICEWEB INC
Form 8-K/A
October 29, 2004

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 8-K/A
AMENDMENT NO. 1

CURRENT REPORT

Pursuant to Section 13 or 15(D) of the Securities Exchange Act of 1934

Date of earliest event reported May 13, 2004

ICEWEB INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF INCORPORATION OF ORGANIZATION)

0-27865	13-2640971
(COMMISSION FILE NUMBER)	(I.R.S. ID)

205 VAN BUREN STREET, SUITE 420, HERNDON, VA 20170
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (703) 964-8000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[_] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[_] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[_] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[_] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

GENERAL EXPLANATION

The purpose of this report is to amend the Registrant's Current Report on Form 8-K dated May 13, 2004 that was filed with the Securities and Exchange Commission on July 23, 2004 (the "Initial Report") which reported on the acquisition of DevElements, Inc. This report amends the Initial Report so as to provide the information required under Item 9.01(a) and 9.01(b) of Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired

Financial Statements of DevElements, Inc.

Independent Auditors' Report

Balance Sheets Dated as of December 31, 2003 and May 12, 2004 unaudited

Statements of Operations for the Years ended December 31, 2002 and December 31, 2003 and the period ended May 12, 2004 unaudited.

Statement of Stockholders' Deficit for the Years ended December 31, 2002 and December 31, 2003 and the period ended May 12, 2004 unaudited.

Statements of Cash Flows for the Years ended December 31, 2002 and December 31, 2003 and the period ended May 12, 2004 unaudited.

Notes to Financial Statements for the Years ended December 31, 2002 and December 31, 2003 and the period ended May 12, 2004 unaudited.

(b) Pro Forma Financial Statements of Business Acquired

Unaudited Pro Forma Combined Financial Statements of DevElements, Inc.

Unaudited Pro Forma Combined Balance Sheet as of May 12, 2004

Unaudited Pro Forma Statements of Operations for the year ended December 31, 2003 and the period ended May 12, 2004.

(a) Financial Statements of Business Acquired

FINANCIAL STATEMENTS OF DEVELEMENTS, INC.

INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
DevElements

We have audited the accompanying balance sheet of DevElements Inc. as of December 31, 2003 and the related statements of operations, changes in stockholders' deficit and cash flows for the years ended December 31, 2002 and December 31, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of DevElements Inc. as of December 31, 2003 and the results of operations and their cash flows for the years ended December 31, 2002 and December 31, 2003 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 12 to the financial statements, the Company had net losses of $27,721 and $168,622 as of December 31, 2003 and December 31, 2002 respectively. Additionally the Company had an accumulated deficit of $33,769 as of December 31, 2003. These matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 12. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

New York, New York — /s/ Sherb & Co., LLP
October 25, 2004 — Certified Public Accountants

DevElements, Inc.
BALANCE SHEETS

	12/31/2003	5/12/2004 (Unaudited)
Current assets:		
Cash	$ 10,281	$ 102,706
Accounts receivable, net	143,557	60,287
Other current assets	-	7,164
Total current assets	153,838	170,157
Property and equipment	125,556	128,042
Less: Accumulated depreciation	(110,893)	(125,459)
Property and equipment, net	14,663	2,583
Total assets	$ 168,501	$ 172,740
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	7,872	79,771
Accrued expense	39,000	13,530
Accrued lease liability	-	439,183
Note payable - related party	-	13,000
Note payable - bank	145,000	150,000
Total current liabilities	191,872	695,484
Stockholders' deficit:		
Common Stock (no par value ; 100,000 shares authorized, 37,000 and 40,000 issued and outstanding at December 31, 2003 and May 12, 2004, respectively)	10,398	10,398
Accumulated deficit	(33,769)	(533,142)
Total stockholders' deficit	(23,371)	(522,744)
Total liabilities and stockholders' deficit	$ 168,501	$ 172,740

See accompanying notes to financial statements

page 5

DevElements, Inc.
STATEMENTS OF OPERATIONS

	Year ended 12/31/2002	Year ended 12/31/2003	For the period 1/01/2004 - 5/12/2004

			(Unaudited)
Revenue	$ 3,033,376	$ 2,852,664	$ 681,615
Direct costs	1,958,294	1,991,178	453,948
Gross profit	1,075,082	861,486	227,667
Operating expenses:			
Salaries and benefits	450,500	464,127	109,960
Professional fees	150,230	24,983	27,812
Rent	190,397	210,717	509,489
General and administrative	260,698	282,711	61,216
Depreciation	33,125	34,964	14,565
Total operating expense .	1,084,950	1,017,502	723,042
Operating loss	(9,868)	(156,016)	(495,375)
Interest expense	(17,853)	(12,606)	(3,998)
Net loss	($ 27,721)	($ 168,622)	($ 499,373)

See accompanying notes to financial statements

DevElements, Inc.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT

	Common Stock Shares	Common Stock Amount	Accumulated Deficit	Total
Balance at December 31, 2001	40,000	$10,398	$ 387,801	$ 398,199
S Corp. distributions	-	-	($225,227)	($225,227)
Net loss for the year	-	-	($ 27,721)	($ 27,721)
Balance at December 31, 2002	40,000	$10,398	$ 134,853	$ 145,251
Common stock surrendered	(3,000)	$ 0	-	$ 0
Net loss for the year	-	-	($168,622)	($168,622)
Balance at December 31, 2003	37,000	$10,398	($ 33,769)	($ 23,371)
Common stock issued (unaudited)	3,000	$ 0	-	$ 0
Net loss for the period (unaudited)	-	-	($499,373)	($499,373)

Balance at May 12, 2004 (unaudited)	40,000	$10,398	($533,142)	($522,744)
	======	=======	=========	=========

See accompanying notes to financial statements

DevElements, Inc.
STATEMENTS OF CASH FLOWS

	Year ended 12/31/2002	Year ended 12/31/2003	For the period 1/01/2004 - 5/12/2004 (Unaudited)
CASH FLOWS FROM OPERATIONS:			
Net loss	($ 27,721)	($168,622)	($499,373)
Adjustments to reconcile net loss to net cash in operating activities:			
Depreciation	33,125	34,964	14,565
Changes in operating assets and liabilities:			
(Increase) decrease in:			
Accounts receivable	150,137	133,760	83,272
Other assets	1,135	-	(7,165)
Increase (decrease) in:			
Accounts payable	13,967	(7,143)	71,899
Accrued expense	30,000	9,000	(25,470)
Accrued lease liability	-	-	439,183
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 200,643	$ 1,959	$ 76,911
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	(16,823)	(24,698)	(2,486)
NET CASH (USED) IN INVESTING ACTIVITIES	(16,823)	(24,698)	(2,486)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from (payments to) related parties	28,800	(115,800)	13,000
S Corp. distributions	(225,227)	-	-
Proceeds from line of credit	-	145,000	5,000
NET CASH (USED) IN PROVIDED BY FINANCING ACTIVITIES	(196,427)	29,200	18,000
NET (DECREASE) INCREASE IN CASH	(12,607)	6,461	92,425
CASH - beginning of period	16,427	3,820	10,281
CASH - end of period	$ 3,820	$ 10,281	$ 102,706

See accompanying notes to financial statements

DEVELEMENTS, INC.

NOTES TO FINANCIAL STATEMENTS
Years Ended December 31, 2002, December 31, 2003, and period ending May 12, 2004
unaudited

Note 1 - ORGANIZATION

DevElements, Inc., was organized in the state of Virginia in June 1999. The Company is currently headquartered in Reston, VA, with satellite offices in Portland, OR and Charlotte, NC

DevElements is a professional IT consultancy that designs, develops and implements Web-based employee productivity solutions for organizations with operational efficiency goals. By combining leading edge technologies with an innovative approach to business process management, the staff builds solutions that capitalize on an organization's strengths and empower their employees to do their jobs better, faster and cheaper. From Highly creative, interactive, sales-focused Web sites to knowledge management and employee information systems, DevElements solutions embody the vision of the paperless workplace.

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial statements and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The accompanying financial statements for the interim periods are unaudited and reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial position and operating results for the periods presented.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. CASH AND CASH EQUIVALENTS

For purposes of the statements of cash flows, the Company considers all highly-liquid investments with an original maturity date of three months or less to be cash equivalents.

b. ACCOUNTS RECEIVABLE

Accounts receivable consist of normal trade receivables. The Company recorded an allowance of $16,540 in the period ending December 31, 2002, $35,201 in the period ending December 31, 2003, and $0 in the period ending May 12, 2004. Management performs ongoing evaluations of its accounts receivable and customer base. Management believes that all remaining receivables are fully collectable.

c. REVENUE RECOGNITION

Revenue is recorded each month as it is earned. Customers are generally billed every two weeks based on the units of production for the project. Each project has an estimated total which is based on the estimated units of production and agreed upon billing rates.

d. PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, and depreciation is provided by use of the straight-line method over the estimated useful lives of the assets.

e. INCOME TAXES

The shareholders of DevElements elected to be taxed as an S Corporation, as defined in the Internal Revenue Code. Such status was also elected for state tax purposes. Under this status, taxable income is passed through and taxed at the shareholder level, rather than at the corporate level.

page 9

f. USE OF ESTIMATES

Preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheets and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Note 3 - PROPERTY AND EQUIPMENT

The major classes of property and equipment are as follows:

	Estimated Useful Life	12/31/2003	5/12/2004 (unaudited)
Computer Hardware	3 years	$93,793	$96,279
Phone System	3 years	17,712	17,712
Office Furniture	3 years	14,051	14,051
		125,556	128,042
Less accumulated depreciation ..		(110,893)	(125,459)
Property and equipment, net		$14,663	$2,583

Depreciation expense for the year ended December 31, 2002 was $33,125, December 31, 2003 was $34,964 and the expense for the period ending May 12, 2004 was $14,565. The period ending May 12, 2004 is unaudited.

Note 4 - RELATED PARTY TRANSACTIONS

On May 12, 2004, the Company has notes payable to Andrew Hill, the CEO, for $2,000, Bonnie Edenfield, an employee, for $10,000, and Shadi McPherson, an employee, for $1,000. All three of these notes are payable on-demand and do not bear interest. All of these related party notes represent short-term loans to the Company to cover operating cash flow shortages.

Mr. Donald Gauger was hired in August of 2001 for the position on Chief Operating Officer. He also became a stockholder and sat on the Board of

Directors. He was laid off from the Company in May 2003 and relinquished his DevElements stock. He remained on the Board of Directors in an advisory role until August of 2003 when he was voted off the Board.

Note 5 - NOTE PAYABLE

On April 24, 2003 the Company entered into an agreement for a line of credit with SunTrust bank. The SunTrust liability was an open-ended revolving line of credit in the amount of $150,000, principle due on demand and interest charged at a rate of prime rate index plus 2.00%. The prime rate index shall be Sun Trust Bank's Prime Rate, which is established from time to time by the Bank as a reference for fixing the lending rate on commercial loans. The Company's accounts receivable is collateral for the note.

Note 6 - STOCKHOLDERS' EQUITY

The Company is authorized to issue 100,000 shares of its no par value Common Stock, with such designations, rights and preferences as may be determined from time to time by the Board of Directors. Upon inception, the

page 10

Company issued 40,000 shares. In May 2003, 3,000 of those shares were forfeited, when the Chief Operating Officer was laid off from the company. In March 2004, those 3,000 shares were re-issued to certain current employees. On May 12, 2004 there were 40,000 shares outstanding.

Note 7 - SHAREHOLDER DISTRIBUTION

During the course of the year ended December 31, 2002, the Company distributed cash to its shareholders. These distributions were based on the current performance of the Company.

Note 8 - UNAUDITED SUBSEQUENT EVENTS

On October 4, 2001, the Company entered into a lease for office space located at 11600 Sunrise Valley Drive in Reston, VA. This was a five year lease that commenced on October 9, 2001 and expired on October 31, 2006. The base rent started at $12,927 per month and was increased annually. In addition to the base rent there were fees for parking spaces, network connections, operating expenses, and a miscellaneous category. The original lease was signed with Spalding and Slye, but the building was sold in 2003 to Bernstein management.

In June 2004 the Company vacated its office lease at 11600 Sunrise Valley Drive. As of May 12, 2004 the Company has accrued $439,183 in connection with this lease abandonment.

Note 9 - OPERATING LEASES

The company entered into four lease agreements with Dell Financial for computers purchased from Dell. There was also one lease with GE Capital for the office copy and fax machines. All of these were 36 month leases. The total remaining liability at December 31, 2002 and 2003 was approximately $6,700 and $6,900, respectively. The total liability on May 12, 2004 was approximately $24,000. The large increase is due to the fourth Dell lease which was signed in April 2004. This was for Dell equipment totaling $14,042. This was a 36 month lease with a monthly payment of $466.

The following schedule shows the minimum lease liability by year:

Minimum Lease Payments

1/01/04 - 12/31/04	$9,037
1/01/05 - 12/31/05	7,908
1/01/06 - 12/31/06	5,596
Thereafter	1,399
	$23,940

Note 10 - CONCENTRATION

Approximately 80% of the Company's total revenues are derived from one customer, Drake Beam Morin, for whom they provide a variety of IT consulting work. Approximately 90% of the outstanding accounts receivable balance is due from this same customer.

Note 11 - PROFIT SHARING PLAN

On March 15, 2004, the Company put into effect a profit sharing plan for the employees. The plan was based on reaching certain revenue and profit levels, which were never realized. Nothing was ever earned or paid out under this plan.

page 11

Note 12 - GOING CONCERN

For the years ended December 31, 2003 and 2002, the Company incurred losses of $168,622 and $27,721, respectively. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

Due to the fact that the majority of our revenues come from one source and those revenues have decreased over the last two years it is imperative that the revenue stream become diversified. Management is focusing on business development efforts in order to contract with new customers and develop a horizontal revenue stream. However, no assurance can be given that the Company will be able to secure these new customers.

Note 13 - SUBSEQUENT EVENTS

On May 13th, 2004, substantially all of the assets of the Company were acquired by IceWeb, Inc., through its wholly owned subsidiary Propster, Inc. IceWeb, Inc. provides integrated security solutions, content delivery software and professional consulting services to both public and private enterprises. The assets that were acquired included, software licenses, source code, potential patents and trademarks, cash, hardware, and equipment for a combined stock and cash value of approximately $1,290,000. The Company was issued 1,500,000 shares of IceWeb, Inc. common stock and options to purchase 1,500,000 shares of IceWeb, Inc. common stock exercisable at a price of $0.34 per share and expiring May 13, 2009. In addition, the $150,000 note payable to SunTrust Bank was assumed by IceWeb in lieu of a cash payment to DevElements, Inc. The SunTrust liability was an open-ended revolving line of credit in the amount of $150,000, principle due on demand and interest charged at a rate of prime plus 2.00%.

(b) Pro Forma Financial Statements of Business Acquired

UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

The following Unaudited Pro Forma Combined Financial Statements of IceWeb, Inc. and DevElements, Inc. gives effect to the acquisition of assets of DevElements, Inc., under the purchase method of accounting prescribed by Accounting Principles Board Opinion No. 16, Business Combinations. These pro forma statements are presented for illustrative purposes only. The pro forma adjustments are based upon available information and assumptions that management believes are reasonable. The Unaudited Pro Forma Combined Financial Statements do not purport to represent what the results of operations or financial position of IceWeb would actually have been if the acquisition had in fact occurred on January 1, 2003 nor do they purport to project the results of operations or financial position of IceWeb for any future period or as of any date, respectively.

These Unaudited Pro Forma Combined Financial Statements do not give effect to any restructuring costs or to any potential cost savings or other operating efficiencies that could result from the merger between IceWeb and DevElements.

You should read the financial information in this section along with IceWeb's historical financial statements and accompanying notes in prior Securities and Exchange Commission filings and in this amended Current Report on Form 8-K.

page 12

ICEWEB, INC.
UNAUDITED PRO FORMA COMBINED BALANCE SHEET
MAY 12, 2004

	DevElements	IceWeb		Pro Forma Adjustments Debit	Credit
Current assets:					
Cash	$ 102,706	$ 93,432		$	$
Accounts receivable, net	60,287	847,907			
Other current assets	7,164	-			
Total current assets	170,157	941,339			
Property and equipment	128,042	382,851			
Less: Accumulated depreciation	(125,459)	(279,911)			
Property and equipment, net	2,583	102,940			
Intangible assets	-	718,353	(a)	1,267,260	
Deposits	-	18,585			
Due from related party	-	21,260			
Total assets	$ 172,740	$ 1,802,477			
Liabilities and stockholders' equity					
Current liabilities:					
Accounts payable	$ 79,771	$ 774,363	(a)	$ 79,771	
Accrued Expense	13,530	85,584	(a)	13,530	
Accrued lease liability	439,183	-	(a)	439,183	
Deferred income	-	31,716			
Notes payable - related parties	13,000	425,411	(a)	13,000	
Note payable	150,000	-			

Total current liabilities	695,484	1,317,074				
Stockholders' equity:						
Common Stock	10,398	39,772	(a)	10,398	(a)	1,500
Additional paid in capital	-	3,199,900			(a)	1,288,500
Accumulated deficit	(533,142)	(2,754,269)			(a)	533,142
Total stockholders' equity	(522,744)	485,403				
Total liabilities and stockholders' equity	$ 172,740	$ 1,802,477				

ICEWEB, INC.
UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2003

	DevElements	IceWeb	Pro Forma Adjustments Debit	Credit
Revenues	$ 2,852,664	$ 3,187,052		
Direct Costs	1,991,178	2,258,999		
Gross Profit	861,486	928,053		
Selling, general and administrative expenses	1,017,502	1,037,422		
Income from operations	(156,016)	(109,369)		
Other income (expense):				
Other income	-	183,320		
Interest expense	(12,606)	(41,720)		
Net Income	$ (168,622)	$ 32,231		
Basic & Diluted Loss per common share				
Weighted average common shares outstanding .				

ICEWEB, INC.
UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE PERIOD ENDED MAY 12, 2004

	DevElements	IceWeb	Pro Forma Adjustments Debit	Pro Forma Adjustments Credit
Revenues	$ 681,615	$ 2,748,141		
Direct Costs	453,948	1,986,873		
Gross Profit	227,667	761,268		
Selling, general and administrative expenses	723,042	938,627		
Income from operations	(495,375)	(177,359)		
Other income (expense):				
Other income	-	38,652		
Interest expense	(3,998)	(18,563)		
Net Income	$ (499,373)	$ (157,270)		
Basic & Diluted Loss per common share				
Weighted average common shares outstanding				

Pro Forma Adjustments:

(a) To give effect to the acquisition of DevElements as of May 12, 2004, for $1,290,000, a summary of the transaction is as follows:

Purchase price	$1,290,000
Fair market value of the assets acquired	(172,740)
Liabilities assumed	150,000
Goodwill	1,267,260

The $439,183 lease liability was not assumed by IceWeb, Inc.

page 15

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ICEWEB Inc.

Dated: October 27, 2004 By: /s/ John R. Signorello

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John R. Signorello,
Chairman and CEO

page 16