AMERICAN COMMERCE SOLUTIONS Inc
Form 8-K
February 19, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 19, 2010

Commission File Number

33-98682

American Commerce Solutions, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	05-0460102
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

1400 Chamber Drive, Bartow, Florida 33830

(Address of Principal Executive Offices)

(863) 533-0326

(Registrant s Telephone Number, Including Area Code)

Not Applicable .

(Former name or former address, if changed since last report.)

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))

FORWARD LOOKING STATEMENTS

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively the Filings) contain or may contain forward looking statements and information that are based upon beliefs of, and information currently available to, Registrant s management as well as estimates and assumptions made by Registrant s management. When used in the filings the words anticipate , believe , estimate , expect , future , intend , plan or the negative of these terms and similar expressions as they relate to Regist Registrant s management identify forward looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant s industry, Registrant s operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 4.01. CHANGES IN REGISTRANT S CERTIFYING ACCOUNTANT
(1) Previous Independent Auditors:

a. On February 12, 2010, the Company dismissed our independent registered auditor, Pender Newkirk & Co, LLP of Tampa Florida (PNC).

b. PNC s report on the financial statements for the years ended February 28, 2009 and February 29, 2008 contained no adverse opinion or disclaimer of opinion and was not qualified or modified as to audit scope or accounting, except as follows: In the Company s Annual Report on Form 10-K for the fiscal years ending February 28, 2009, the Audit Report regarding the Company s audited financial statements for the fiscal years ending February 28, 2009 and February 29, 2008 contained an opinion regarding the significant doubt about the Company s ability to continue as a going concern due to net loss, accumulated deficit, negative working capital, and it is in default of several notes payable.

c. During the Company s two most recent fiscal years ended February 28, 2009 and February 29, 2008 and any subsequent interim period preceding such termination and through the date of this Current Report, there were: (i) no disagreements between the Company and PNC on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of PNC, would have caused PNC to make reference to the subject matter of the disagreement in their reports on the Company s financial statements for such years, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

d. We requested that PNC furnish us with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter is filed as an Exhibit to this Form 8-K.

(2) New Independent Accountants:

a. We engaged Peter Messineo, CPA of Palm Harbor Florida, as our new independent registered auditor on February 17, 2010.

b. Prior to February 17, 2010, we did not consult with Mr. Messineo regarding (i) the application of accounting principles, (ii) the type of audit opinion that might be rendered by Mr. Messineo, or (iii) any other matter that was the subject of a disagreement between us and our former auditor or was a reportable event as each term is defined in Items 304(a)(1)(iv) or (v) of Regulation S-K, respectively.

c.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of business acquired:

None

(b) Exhibits

NUMBER	EXHIBIT
16.1	Letter, from Pender Newkirk & Co, LLP, re Change in Certifying Accountant.

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.

American Commerce Solutions, Inc.

Dated: February 19, 2010

/s/ Robert Maxwell
Mr. Robert Maxwell
Chairman of the Board & Director

Dated: February 19, 2010

/s/ Daniel L. Hefner
Mr. Daniel L. Hefner
Chief Executive Officer, President & Director